

**ARTICLES OF ORGANIZATION
OF
APEX ROOFING, LLC**

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Act and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned does hereby adopt these Articles of Organization, and, upon filing for record of these Articles of Organization with the Office of the Judge of Probate of Shelby County, Alabama, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article I hereof, shall commence.

**ARTICLE I
NAME**

- 1.1 The name of the Company shall be **APEX ROOFING, LLC**.

**ARTICLE II
PERIOD OF DURATION**

- 2.1 The duration of the Company shall be perpetual.

**ARTICLE III
PURPOSES, OBJECTS AND POWERS**

- 3.1 The purposes and objects and powers of the Company are:

(a) To engage in any lawful business, act or activity for which a company may be organized under the Act, it being the purpose and intent of this Article III to invest the Company with the broadest purposes, objects and powers lawfully permitted a company formed under the Act.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to companies by the laws of the State of Alabama.

(c) Without limiting the scope and generality of the foregoing, the Company shall have the following specific purposes, objects and powers:

- (1) To engage in roof replacement, contracting and other construction related services.
- (2) To have and to exercise any and all of the powers specifically granted in the limited liability company laws of the State of Alabama, none of which shall be deemed

to be inconsistent with the nature, character or object of the Company, and none of which are denied to it by these Articles of Organization.

3.2 All words, phrases and provisions appearing in this Article III are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

4.1 The location and mailing address of the initial registered office of the Company shall be 115 Spinner Drive, Shelby, Alabama 35143.

4.2 The initial registered agent at such address shall be John W. Rockett.

ARTICLE V

INITIAL MEMBERS

5.1 The names and mailing addresses of the initial members of the Company (the "Initial Members") is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John W. Rockett	2805 Countrywood Circle, Vestavia, AL. 35243
Grant J. Rockett	2805 Countrywood Circle, Vestavia, AL. 35243

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

As used herein, the term "Members" shall mean the Initial Members and any additional or substitute members of the Company that become Members of the Company pursuant to the terms of these Articles of Organization and the Operating Agreement of the Company (the "Operating Agreement"). From and after the date of the formation of the Company, any person or entity acceptable to all Members may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as all Members shall determine, or as a transferee of a Member's membership interest or any portion thereof as approved by all Members, subject to the terms and conditions of these Articles of Organization and the Operating Agreement.

ARTICLE VII
CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation or expulsion of a Member, the remaining Member or Members shall automatically continue the business of the Company.

ARTICLE VIII
MANAGEMENT

The business and affairs of the Company shall be managed by the Members in accordance with the terms of the Operating Agreement. In the event of the removal, termination or resignation of the Managers and the failure of the Members to elect, appoint or retain a Manager, the business and affairs of the Company shall thereafter be managed by the Members. The name and mailing address of the initial Managers of the Company shall be: John W. Rockett of 2805 Countrywood Circle, Vestavia, Alabama, 35243 and Grant J. Rockett of 2805 Countrywood Circle, Vestavia, Alabama 35243.

In Testimony Whereof, witness the hand and seal of the undersigned on this the 14th day of July, 2010.



John W. Rockett, Managing Member



Grant J. Rockett, Managing Member

This instrument prepared by:
Townes, Woods & Roberts, P.C.
Alan K. Bellenger
P.O. Box 96
717 Kerr Drive
Gardendale, AL 35071
(205) 631-4019