

Articles of Organization of adbox, LLC

To the **Honorable Judge of Probate**
of **Shelby County, Alabama**:

The undersigned, for the purpose of forming a limited liability company (the "Company") pursuant to the provisions of the Alabama Limited Liability Company Act (the "Act"), Section 10-12-1, *et seq.*, *Code of Alabama* (1999), does hereby certify as follows:

1. **Name:** The name of the Company is **adbox, LLC**.
2. **Duration:** The period of the Company's duration shall be perpetual, provided that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in Section 10-12-37 of the Act.
3. **Purposes:** The Company has been organized for the purposes of electronic display advertising, and engaging in all activities incidental thereto. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall authorize or be construed to authorize the Company to carry on the business of banking or insurance or to act as a trust company.
4. **Initial Registered Office and Agent:** The Location and mailing address of the initial registered office of the Company, and the name of its initial registered agent is as follows:

Jason Miller
5008 Little Turtle Drive
Birmingham, AL 35242

5. **Initial Members:** The names and mailing addresses of the initial members of the Company is as follows:

Name	Address
Stephen Holmes	3089 Brookhill Drive Birmingham, AL 35242
Chandler Wallace	198 Hidden Creek Parkway Pelham, AL 35124
Jason Miller	5008 Little Turtle Drive Birmingham, AL 35242



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6. **Organizer:** The name and address of the person authorized to act as Organizer of the Company is Jason Miller, located at 2792 Berkeley Drive, Birmingham, AL 35242.
7. **Manager Managed:** The Company shall be governed and managed by its Managers in accordance and compliance with the terms and conditions of the Company's operating agreement (the "Operating Agreement").
8. **Additional and Substitute Members:** Any new or substitute Members shall be admitted to the Company only upon the written consent of all Members in accordance and compliance with the terms of the Operating Agreement.
9. **Cessation of Membership:** The cessation of membership of all Members will result in the dissolution of the Company, unless the holders of all the financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last Member, to continue the legal existence and business of the Company and to appoint one or more new Members.
10. **Indemnification of Members, Managers, Officers, Employees and Agents:** The Company may indemnify its members, managers, officers, agents and employees to the maximum extent provided by law.
11. **Amendment:** The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter provided by law, and all rights conferred upon holders of membership interests are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of the members pursuant to the terms of the Operating Agreement.

In Witness Whereof, the undersigned, being the Organizer of the Company, has executed these Articles of Organization on this the 20th day of September, 2010.


Jason Miller


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