

STATE OF ALABAMA)

COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION
OF
THE GINGERBREAD LADY, L.L.C.

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12, of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the Probate Judge of Shelby County, Alabama, and affirm that the facts stated in these Article of Organization are true and correct:

ARTICLE I

NAME OF COMPANY: The name of the limited liability company is **THE GINGERBREAD LADY, L.L.C.**, (the "Company").

ARTICLE II

DURATION: The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama, until the first to occur of the following:

- (1) Fifty (50) years from the date of filing of these Articles of Organization; or
- (2) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time.

ARTICLE III

PURPOSES AND POWERS: The purposes for which the Company is organized are to

own and operate a retail sales business at locations within and without the State of Alabama, and any other lawful purpose for limited liability companies organized and existing by virtue of the laws of the State of Alabama. Additionally, the Company shall have all the powers vested in a limited liability company organized and existing by virtue of the laws of the State of Alabama.

ARTICLE IV

REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS: The location and mailing address of the initial registered agent of the Company shall be Ellen Morris. The initial registered agent for service of process at the foregoing address shall be 5353 Harvest Ridge Lane, Birmingham Alabama 35901.

ARTICLE V

INITIAL MEMBERS: The names and mailing addresses of the initial members of the Company are as follows:

<u>Name</u>	<u>Mailing Address</u>
Ellen Morris	5353 Harvest Ridge Lane Birmingham, Alabama 35242

ARTICLE VI

ADDITIONAL MEMBERS: Additional members may be admitted but only upon the unanimous written consent of the then existing members.

ARTICLE VII

CONTINUITY OF BUSINESS: Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution, or dissociation of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the written

consent of all the remaining members of the Company within ninety (90) days after the occurrence of the terminating event.

ARTICLE VIII

MANAGEMENT: The Company shall be managed by a manager or managers. The names and addresses of the managers who are to serve as managers until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Ellen Morris	5353 Harvest Ridge Lane Birmingham, Alabama 35242

ARTICLE IX

NO LIABILITY: The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

ARTICLE X

PRINCIPAL PLACE OF BUSINESS: The principal place of business in the State of Alabama for the Company is 5353 Harvest Ridge Lane, Birmingham, Alabama 35242

IN WITNESS WHEREOF, the undersigned, constituting all the members of the Company, have executed these Articles of Organization this the 5 day of October, 2010.


ELLEN MORRIS



20101005000327870 4/4 \$81.00
Shelby Cnty Judge of Probate, AL
10/05/2010 10:10:44 AM FILED/CERT

THIS INSTRUMENT PREPARED BY:

DAVID K. McWHORTER, ESQ.
P.O. Box 1555
Gadsden, Al 35902
Telephone (256) 543-3080