

STATE OF ALABAMA  
SHELBY COUNTY

ARTICLES OF ORGANIZATION  
OF  
CLASSIC REALTY GROUPS, LLC

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 Pickens County, and attested that the facts stated in these Articles of Organization are true and correct:

ARTICLE I – NAME

The name of this limited liability company ("the Company") shall be:

CLASSIC REALTY GROUPS, LLC

ARTICLE II – DURATION

The period of duration of the Company is PERPETUAL.

ARTICLE III – PURPOSE

The nature of the business and its objects, purposes and powers are to conduct the business of buying, selling and otherwise dealing in and with merchandising goods and services as principal agent, to broker, commission, merchant, or in any other lawful capacity, and do everything necessary, suitable, or proper for the accomplishment of any of these purposes or any objective incidental to or connected with any of these purposes. Further, to buy, sell, encumber, lease, or otherwise deal in or dispose of real property, personal property and fixtures, however denominated, to give and take security interest in goods, to cause same to be attached and perfected, and to borrow or lend money for any Company purpose enumerated or not specifically Enumerated herein. Also, to construct buildings, machinery, or equipment, to purchase, acquire, sell or otherwise dispose of same, and to sell, acquire, purchase, register, apply for, obtain and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States, or elsewhere or otherwise; and to use, exercise, develop, grant, or otherwise make use of licenses in respect of, or otherwise in turn to account any trademarks, patents, licenses, processes, copyright and the like, or any such property or rights and to apply for, obtain, register, lease, purchase or otherwise to acquire, to hold, use, own, operate, and introduce any copyright or copyrights on material appurtenant to the business.

Further, to acquire by purchase, subscription, or otherwise, and to hold or dispose of any interest in other companies, bonds or any other obligations of any company formed for, or then or therefore engaged in or pursuing, any one or more of the kinds of business, purposes, objects, or operations above indicated, or owning or holding any property of any kind herein mentioned; or of any company owning or holding the interest or the obligations of any other company. And the Company shall otherwise be empowered and authorized to transact any lawful business, and operate for any lawful purpose, not hereinbefore specifically enumerated.

#### ARTICLE IV – REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Company shall be: ~~4301 DOLLY RIDGE ROAD, VESTAVIA, AL 35243~~, and its registered agent at such shall be KAREN KENNESSEY. 440 Foothills Pkwy Chelsea, AL 35043

#### ARTICLE V – INITIAL MEMBER

The name and address of the initial members of the Company are:

KAREN KENNESSEY  
4301 Dolly Ridge Road  
Vestavia, AL 35243

#### ARTICLE VI – ADDITIONAL MEMBERS

The Member(s) reserve the right to admit additional Members upon the unanimous agreement of the Member(s) as to the admission of, and the consideration to be paid by, such new Member(s), and subject to the terms and conditions of the company's Operating Agreement.

#### ARTICLE VII – OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles of Organization.

#### ARTICLE VIII – CONTINUATION UPON DISSOCIATION OF MEMBER

The Member(s) shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Dissociation"), as long as there are any remaining Members and a new Member is admitted, and a majority in equity interest of all remaining Member(s) agree in writing to continue the Company within ninety (90) days after the Dissociation of a Member, as set forth in the Operating Agreement of the Company.


## ARTICLE IX – MANAGEMENT

The Member(s) of the Company will manage the Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization, on this, the 12 day of Nov, 2010.

  
Karen Kennessey

This Document prepared by:  
Karen Kennessey, Registered Agent/Member

  
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Shelby Cnty Judge of Probate, AL  
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