

STATE OF ALABAMA

SHELBY COUNTY



20101119000389250 1/3 \$81.00
Shelby Cnty Judge of Probate, AL
11/19/2010 11:00:25 AM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
SLIM SPA MEDICAL, 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 “Act”), hereby files the following Articles of Organization with the Office of the Probate Judge of the county in which the initial registered office of the limited liability company will be located and affirms that the facts stated in these Articles of Organization are true and correct.

SECTION 1. NAME OF COMPANY

The name of the limited liability company is SLIM SPA MEDICAL, LLC (the “Company”).

SECTION 2. PURPOSES

The purposes for which the Company is organized are as follows:

SECTION 2.1 To operate as an on-line medically supervised weight loss clinic.

SECTION 2.2 To guarantee, act as surety for, endorse, or act as accommodation maker for any debts of the members; subsidiaries of the Company (regardless of the percentage of ownership interest of the Company in such subsidiary and regardless of the form of the organization, e.g., corporation, partnership, limited partnership, limited liability company, etc., referred to herein collectively as “Business Organizations”); Business Organizations any portion of whose ownership interest are owned by members; and any other persons, regardless of the presence or adequacy of the consideration to be received by the Company for so doing or the presence or adequacy of any direct or indirect benefit to the Company. “Debts” as referenced in this Section 2.2 shall include liquidated and unliquidated amounts, amounts rising *ex contractu* and *ex delicto*, and amounts fixed or contingent, and matured or unmatured, whether new, pre-existing, renewed, or extended, regardless of the terms thereof.

SECTION 2.3 To exercise all other powers and do all things that a limited liability company organized and existing under the Act may do, and to engage in all activities that may now or hereafter be necessary, appropriate, convenient, or helpful to any of the foregoing.



20101119000389250 2/3 \$81.00
Shelby Cnty Judge of Probate, AL
11/19/2010 11:00:25 AM FILED/CERT

SECTION 3. INITIAL REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS

The location and mailing address of the initial registered office of the Company shall be 105 Bell Circle, Alabaster, AL 35007. The name of the initial registered agent for service of process at the foregoing address shall be Greg D'Alessio.

SECTION 4. ORGANIZER

The name and mailing address of the organizer of the Company is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Greg D'Alessio	105 Bell Circle, Alabaster, AL 35007

SECTION 5. INITIAL MEMBERS

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

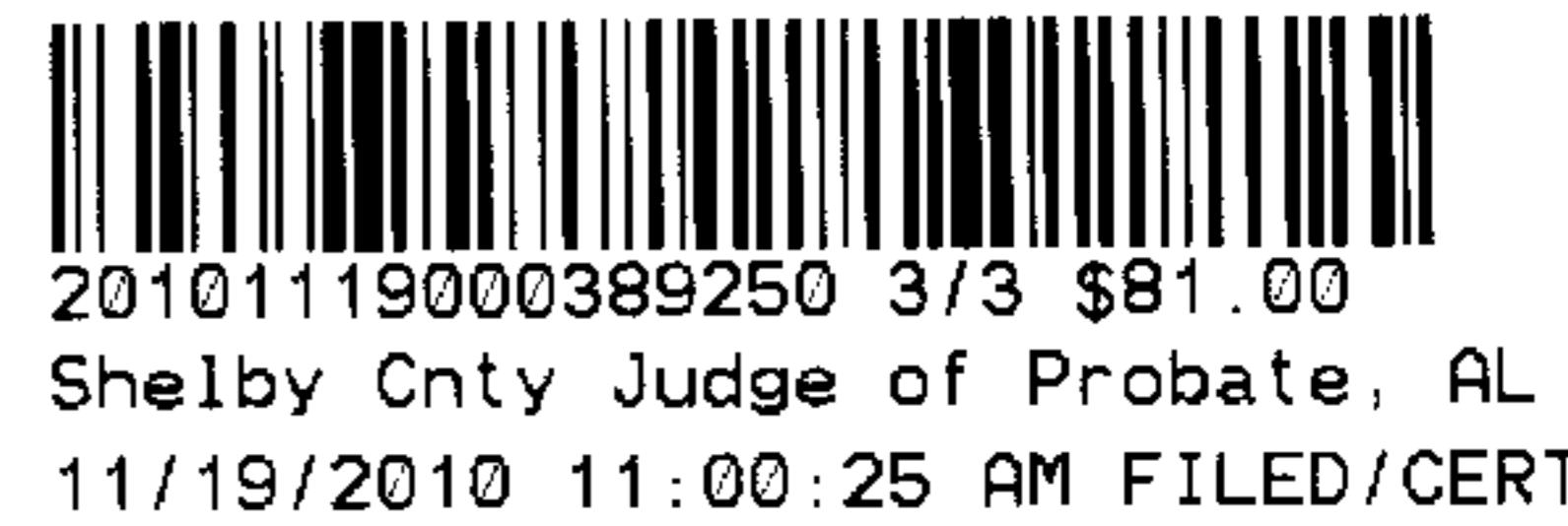
<u>NAME</u>	<u>MAILING ADDRESS</u>
Greg D'Alessio	105 Bell Circle, Alabaster, AL 35007
Susie Lee	1711 Las Lanas Lane, Fullerton, CA 92833

Subject to the requirements of the Act, the membership interests shall be divided into such classes and shall have such relative rights, powers, and duties as are provided in the Operating Agreement of the Company, as in effect from time to time (the "Operating Agreement").

SECTION 6. MANAGEMENT

The Company shall be managed by members. The name and mailing address of the members to serve as managers until the first annual meeting of the members or until their successors are duly elected and qualified are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Greg D'Alessio	105 Bell Circle, Alabaster, AL 35007



SECTION 7. SHARES

The initial members will have equal shares in the company. The amount of shares for the initial members of the Company is as follows:

<u>NAME</u>	<u>SHARES</u>
Greg D'Alessio	30
Susie Lee	70

SECTION 8. INITIAL CAPITAL CONTRIBUTION

The amount of capital contribution by the initial members is as follows:

<u>NAME</u>	<u>AMOUNT</u>
Greg D'Alessio	\$25,000.00
Susie Lee	\$25,000.00

SECTION 9. ADDITIONAL MEMBERS

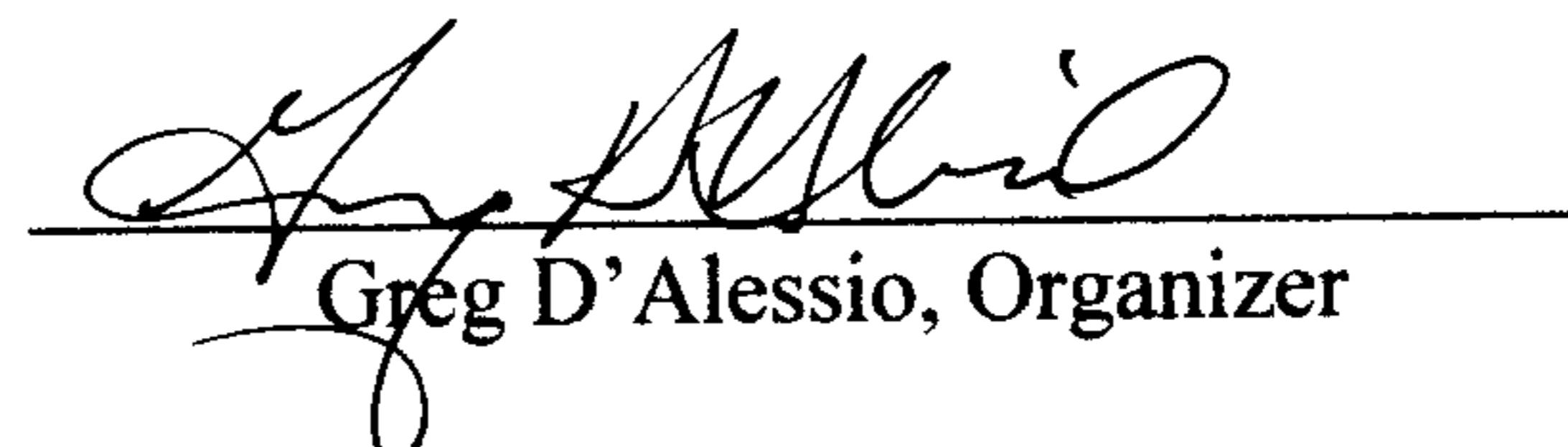
Additional members may be admitted only upon the unanimous written consent of the then existing members, as further provided in the Operating Agreement.

Important Notice: Transfers of membership interests in the Company may be subject to certain restrictions set forth in the Operating Agreement.

SECTION 10. DISSOLUTION OF THE COMPANY

The Company shall not be dissolved by the cessation of membership of one or more of its members, and shall otherwise be dissolved as provided in the Operating Agreement or by the Act.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization on this the 19th day of November, 2010.



Greg D'Alessio, Organizer

This instrument prepared by:
The Law Office of Byron Woodrow Ketcham, III
205 Eastwood Dr.
Homewood, AL 35209