

**ARTICLES OF ORGANIZATION**  
**OF**  
**HIGH DESIGN BY T., L.L.C.,**  
**A LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Ala. Code, Section 10A-5-1.01 (2009), et seq. (this Act as amended from time to time is referred to herein as the "Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

**ARTICLE I**

**NAME**

The name of this limited liability company is HIGH DESIGN BY T., L.L.C. (hereinafter referred to as "Company").

**ARTICLE II**

**REGISTERED OFFICE AND AGENT**

The registered office of the Company is 180 Sheffield Lane, Birmingham, Alabama 35242. The Company's registered agent is Tricia Stanfa, whose office is located at 180 Sheffield Lane, Birmingham, AL 35242.

**ARTICLE III**

**MAILING ADDRESS**

The mailing address for the principal place of business for the Company is 180 Sheffield Lane, Birmingham, Alabama 35242. The name and mailing addresses of the initial members of the Company are as follows:

Tricia Stanfa

180 Sheffield Lane  
Birmingham, AL 35242

Ron Stanfa

180 Sheffield Lane  
Birmingham, AL 35242

#### **ARTICLE IV**

##### **DURATION**

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2055. Except for prior amendment to this Article IV, no act by the Company or its members can avoid that dissolution.

#### **ARTICLE V**

##### **INITIAL MEMBERS**

The names and mailing addresses of the initial Members are:

Name

Address

Tricia Stanfa

180 Sheffield Lane  
Birmingham, AL 35242

Ron Stanfa

180 Sheffield Lane  
Birmingham, AL 35242

#### **ARTICLE VI**

##### **PURPOSE AND POWERS**

Section 6.01 Purpose. This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose, including but not limited to the following purposes: wholesale and retail sale of jewelry and accessories.

Section 6.02 Powers. The Company shall possess and may exercise all the powers and privileges granted by the Act or by any other law or by its Operating Agreement, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business, purposes or activities of the Company.

## **ARTICLE VII**

### **MANAGEMENT BY MEMBERS**

The Company will be managed by its members.

## **ARTICLE VIII**

### **ADMISSION OF NEW MEMBERS**

Section 8.01 New Members Who Acquire Their Membership Interests from the Company.

New members may acquire membership interests from the company only with the written consent of all members and when such person's admission is reflected in the records of the Company.

Section 8.02 New Members Who Acquire Their Membership Interests From a Current Member.

New members may acquire membership interests from a member of the Company only if the other members unanimously consent in writing and such new member consents to such admission as a new member.

## ARTICLE IX

### DISSOLUTION

#### Section 9.01 Dissolution Upon the Occurrence of Specified Events.

The occurrence of any of the following events or conditions will cause the Company to dissolve automatically:

- (a) Term. At the end of the duration as provided in ARTICLE IV.
- (b) Unanimous written consent. The written consent of all members to dissolve, wind up and liquidate the Company.

Except for prior amendment to this section, no act by the Company or its members can avoid that dissolution.

#### Section 9.02 Dissolution and Dissolution Avoidance Following the Cessation of a Member.

- (a) "Ceases to be a Member" Defined. "Ceases to be a Member" or "cessation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company, in accordance with the provisions of Section 10A-5-6.06 of the Act.

- (b) Means of Avoiding Dissolution Following Ceasing to be a Member.

- (I) To avoid dissolution under this Section 9.02(b), the Company must have at least one remaining member.



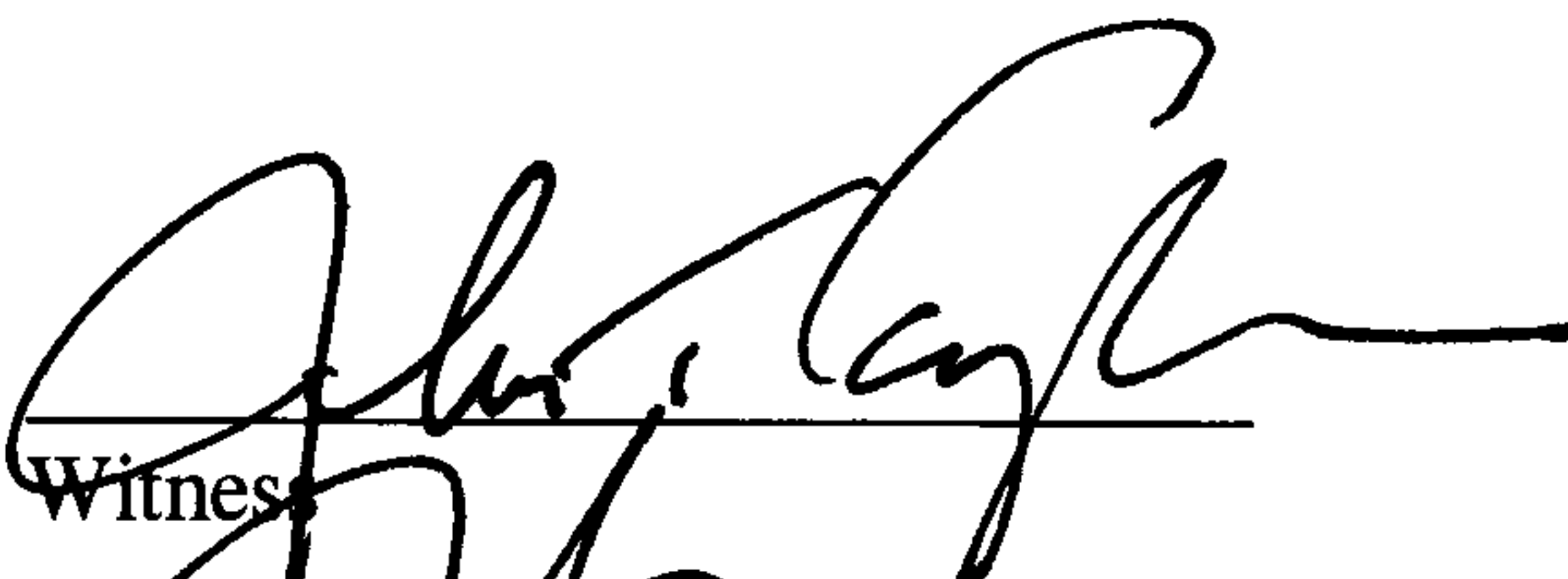
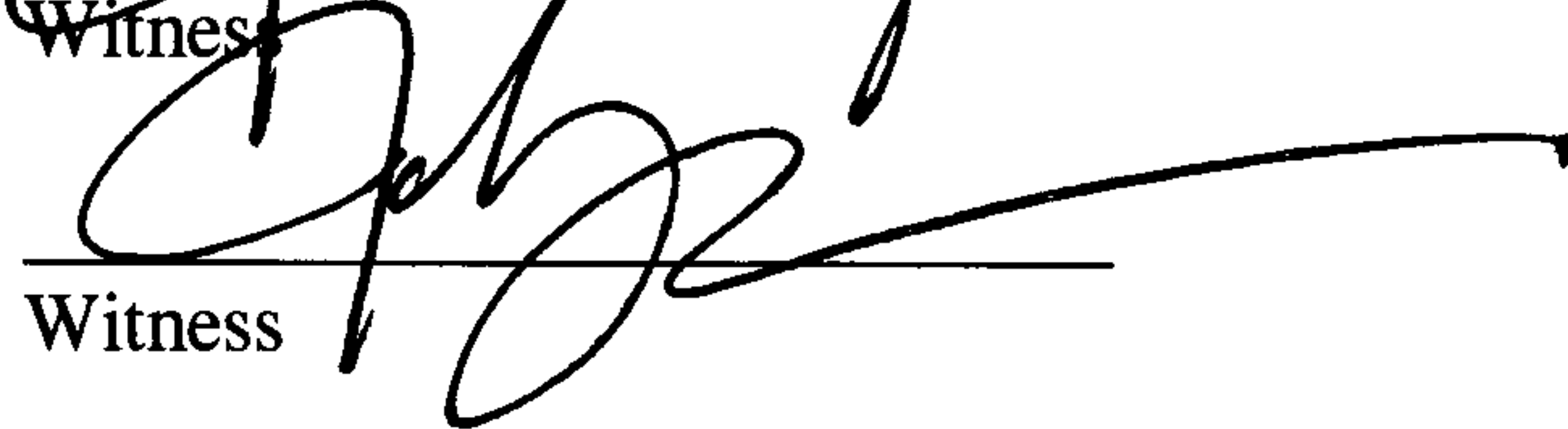
(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the cessation of a member if, within ninety (90) days of the event of cessation, the Company is continued by the written consent of all other members. The consent may be by vote, at a properly called member meeting, or in writing.


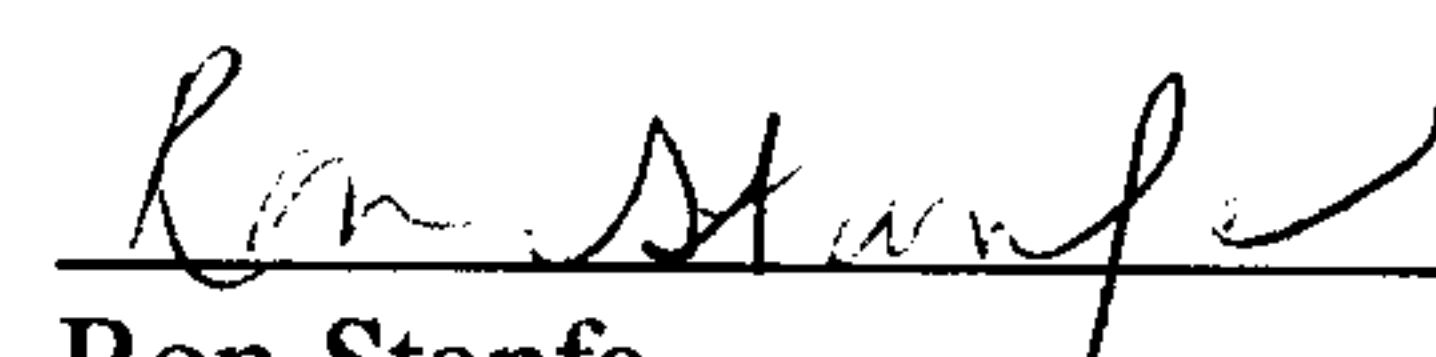
## ARTICLE X

### INTERIM DISTRIBUTIONS

The Company may make interim distributions to its members only as approved by all of the members.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization on this the 1<sup>st</sup> day of March, 2011.

  
Witness  
  
Witness

  
Tricia Stanfa  
  
Ron Stanfa

Beth Chapman  
Secretary of State

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Shelby Cnty Judge of Probate, AL  
04/15/2011 12:52:10 PM FILED/CERT

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

Pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

**High Design by T., L.L.C.**

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of JEFFREY E ROWELL, 1572 MONTGOMERY HWY STE 210, BIRMINGHAM, AL 35216 for a period of one hundred twenty days beginning March 10, 2011 and expiring July 9, 2011

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 12, 2011

Date



578-476

*Beth Chapman*  
Beth Chapman

Secretary of State