



20110526000156330 1/5 \$156.00  
Shelby Cnty Judge of Probate, AL  
05/26/2011 12:39:56 PM FILED/CERT

# **Articles of Organization of the Hill Wealth Management LLC**

## **An Alabama Limited Liability Company**

### **Section 1.01 Introduction and Preliminary Statements**

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Alabama by delivering in duplicate to the Judge of Probate of Shelby County, Alabama these Articles of Organization, in accordance with the provisions of Alabama Limited Liability Company Act, hereinafter referred to as the "Act".

### **Section 1.02 Name**

The name of the limited liability company, referred to as the "Company", is:

Hill Wealth Management LLC,  
An Alabama Limited Liability Company

### **Section 1.03 Duration**

The Company shall exist for a perpetual duration from the date of filing these Articles of Organization with Judge of Probate of Shelby County, Alabama, unless dissolved according to law.

### **Section 1.04 Objects and Purposes**

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

### **Section 1.05 Principal Place of Business**

The principal place of Business of the Company is:

Physical Address:  
4500 Valleydale Road  
Suite 180  
Birmingham, AL 35242

Mailing Address:  
Ms. Toni Hill  
4500 Valleydale Road  
Suite 180  
Birmingham, AL 35242

### **Section 1.06 Registered Agent and Registered Office**

The name of the initial registered agent is Stephen J. Bailey and the original registered addresses are as follows:

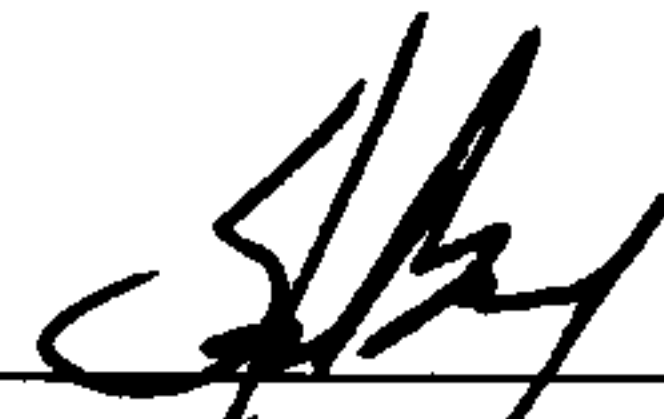
Physical Address:  
2491 Pelham Parkway  
Pelham, AL 35124

Mailing Address:  
Stephen J. Bailey  
2491 Pelham Parkway  
Pelham, AL 35124

### **Section 1.07 Registered Agent Consent**

I, Stephen J. Bailey, a natural person and resident of Alabama, accept the appointment as agent of Hill Wealth Management LLC, an Alabama Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: May 23, 2011.

  
\_\_\_\_\_  
Stephen J. Bailey, Registered Agent

### **Section 1.08 Name and Address of Organizer**

Stephen J. Bailey, 2491 Pelham Parkway, Pelham, Alabama 35124

### **Section 1.09 Additional Contributions**

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

### **Section 1.10 Initial Member**

The address and name of the initial member is:

TLHT Holding LLC, a Delaware Manager Managed LLC  
4500 Valleydale Road  
Suite 180  
Birmingham, Alabama 35242



### **Section 1.11 Additional Members**

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement.

### **Section 1.12 Continuation of Business**

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy, of a Member, or the occurrence of an event, which terminates the continued membership of a Member in the Company, the remaining Members and Manager of the Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members and Manager fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

### **Section 1.13 Operating Agreement and Authority**

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Manager and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members and Manager of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

### **Section 1.14 Management**

The business of the Company shall be conducted under the management of its Manager who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Manager will be set forth in the Operating Agreement name and address of the initial Manager is:

Toni L. Hill  
4500 Valleydale Road, Suite 180  
Birmingham, Alabama 35242

### **Section 1.15 Indemnification and Liability**

The Company may, as determined by the Manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.

20110526000156330 4/5 \$156.00  
Shelby Cnty Judge of Probate, AL  
05/26/2011 12:39:56 PM FILED/CERT

### **Section 1.16 Transferability of Interest**

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:

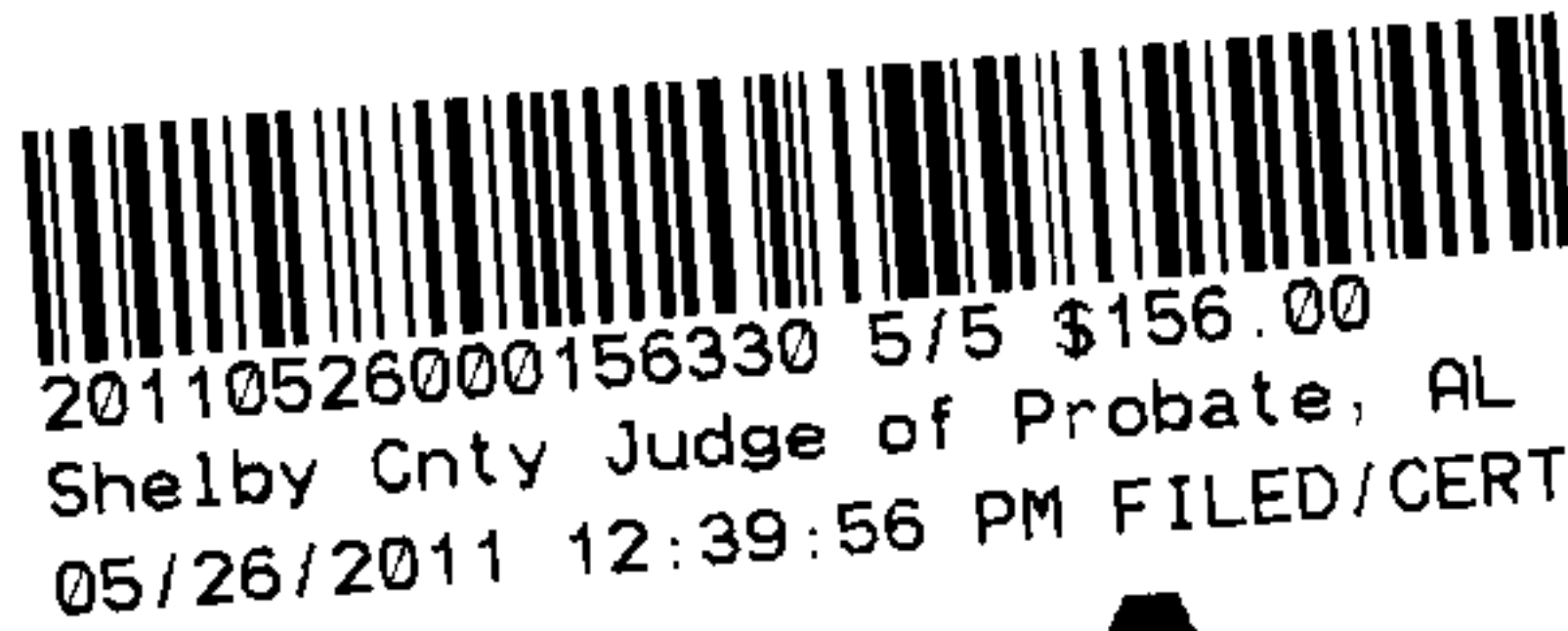
Executed on May 23, 2011



Stephen J. Bailey, Organizer



Beth Chapman  
Secretary of State



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

# STATE OF ALABAMA

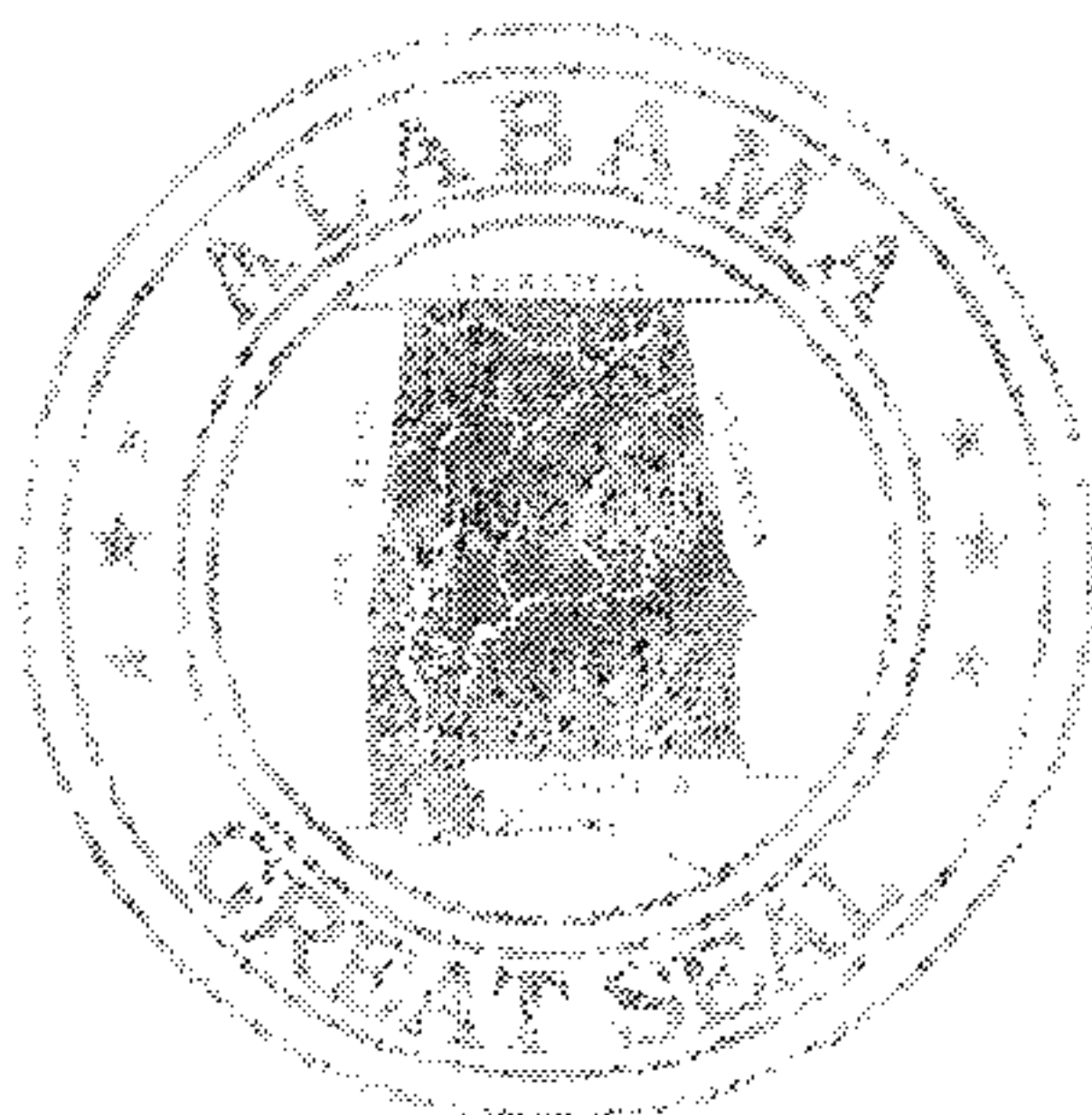
I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

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:

**Hill Wealth Management, LLC**

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of STEPHEN J BAILEY, 2491 PELHAM PARKWAY, PELHAM, AL 35124 for a period of one hundred twenty days beginning May 20, 2011 and expiring September 18, 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.



581-126

May 24, 2011

Date

  
Beth Chapman Secretary of State