


**STATE OF ALABAMA  
SHELBY COUNTY**

  
20110628000187890 1/6 \$156.00  
Shelby Cnty Judge of Probate, AL  
06/28/2011 11:59:00 AM FILED/CERT

**ARTICLES OF ORGANIZATION**

Pursuant to the Alabama Limited Liability Company Act, the undersigned hereby adopts the following Articles of Organization.

**ARTICLE ONE  
NAME**

The name of the Limited Liability Company shall be

Bell Down, LLC

**ARTICLE TWO  
DURATION**

The period of duration of the limited liability company shall be perpetual, except as otherwise provided herein.

**ARTICLE THREE  
PURPOSES**

The Limited Liability Company has been organized for the purpose of engaging in the business of transacting any or all lawful business for which Limited Liability Companies may be formed under the Alabama Limited Liabilities Act, as from time to time amended.



**ARTICLE FOUR  
REGISTERED OFFICE & AGENT**

The street address of the registered office is 274 Autumn Ridge, Columbiana, Alabama, 35051. The name of the registered agent at that office is: Tammy Downard

**ARTICLE FIVE  
MEMBERSHIP**


A. Initial Membership: The names and addresses o the initial members are:

DAVID DOWNARD	274 AUTUMN RIDGE, COLUMBIANA, ALABAMA 35051
TAMMY DOWNARD	274 AUTUMN RIDGE, COLUMBIANA, ALABAMA 35051
CAROLYN BELLAMY	109 SOUTHLEDGE, BIRMINGHAM, ALABAMA 35242

**ARTICLE SIX  
CONTINUATION OF BUSINESS**

Upon the occurrence of an event of dissociation, which results in one or more members being terminated from membership, the remaining members shall have the right to continue the business of the Limited Liability Company upon the affirmative vote by the members holding at least eighty-five percent (85%) of the membership interests; provided, however, that there shall at all times be not less than two members of the Limited Liability Company

**ARTICLE SEVEN  
MANAGEMENT**

  
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The management of the limited liability company shall be vested in a manager. The name and address of the persons who shall serve as manager until the first annual meeting of the members or until his successor is elected and qualified is:

DAVID DOWNARD	274 AUTUMN RIDGE, COLUMBIANA, ALABAMA 35051
TAMMY DOWNARD	274 AUTUMN RIDGE, COLUMBIANA, ALABAMA 35051
CAROLYN BELLAMY	109 SOUTHLEDGE, BIRMINGHAM, ALABAMA 35242

**ARTICLE EIGHT  
POWERS**

The Limited Liability Company shall have all powers given to Limited Liability Companies by the Alabama Limited Liability Company Act and such other acts or laws as may be applicable to Limited Liability Companies in the State of Alabama and such other jurisdictions in which this Limited Liability Company may be doing business.

**ARTICLE NINE  
POWER OF ATTORNEY**

Each member, including new members who may be admitted from time to time hereafter, by the execution of these Articles of Organization, or an amendment hereto, irrevocably constitutes and appoints the manager of this Limited Liability Company as his true and lawful attorney-in-fact with full power and authority in his name, place and stead to execute, acknowledge, deliver, swear to, file and record at the appropriate public offices, such documents as may be necessary or appropriate to carry out the provisions of

these Articles of Organization and the Operating Agreement of this Limited

Liability Company, including but not limited to:

( a ) All certificated and other instruments (including counterparts to this Agreement), and any amendment thereof that the manager deems appropriate to form, qualify or continue the company as a Limited Liability Company in the jurisdictions in which the company may conduct business or in which such formation, qualification, or continuation is, in the opinion of the manager, necessary to protect the limited liability of the members.

( b ) All amendments of the Articles of Organization adopted in accordance with the terms hereof (but not by a vote using the power of attorney) and all instruments that the manager deems appropriate to reflect a change or modification in accordance with the terms of these Articles of Organization or the Operating Agreement, including documents concerning the admission of additional members pursuant to Article Five hereof.

( c ) All conveyances and other instruments that the manager deems appropriate to reflect the dissolution and termination of the company.

This power of attorney any be exercised by any manager, acting alone, for each member, or by listing all of the members and executing any instrument with a single signature of any manager as attorney-in-fact for all of them.

This appointment by all members of the manager as attorney-in-fact shall be deemed to be a power coupled with an interest, in recognition of the fact that each member under these Articles of Organization shall be relying upon the power of the manager to act as contemplated by these Articles of Organization and the Operating Agreement and any filing in any other action on behalf of the company, and shall survive the incapacity of any person hereby giving the power and the transfer or assignment of this interest. The foregoing power of attorney of a member shall survive each transfer only until such time as the transferee shall have been admitted to the company as a new member and all documents and instruments shall have been executed, filed, and recorded to effect a substitution of membership.

IN WITNESS THEREOF, the undersigned members executed these  
ARTICLES OF ORGANIZATION on this the:

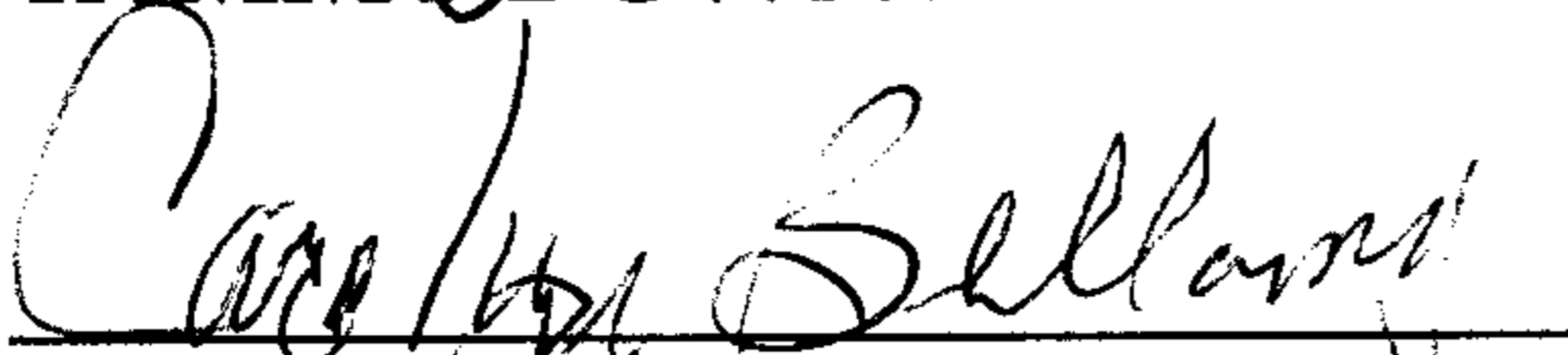
9 day of March 2011.



DAVID DOWNARD



TAMMY DOWNARD



CAROLYN BELLAMY

STATE OF ALABAMA  
COUNTY OF SHELBY

I, the undersigned authority, a Notary Public in and for said County, in  
said State, hereby certify that David Downard, whose name is signed to the  
foregoing instrument, and whom is known to me, acknowledged before me on  
this day that, being informed of the contents of the instrument, he executed the  
same voluntarily on the day the same bears date

Given under my hand and official seal,  
this 9 day of March 2011,




Notary Public

My Commission Expires:

**MY COMMISSION EXPIRES JULY 20, 2013**

State of Alabama  
County of Shelby

  
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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:


**Bell Down LLC**

This domestic limited liability company name is proposed to be formed in Alabama and is for the exclusive use of TAMMY DOWNARD, 274 AUTUMN RIDGE, COLUMBIANA, AL 35051 for a period of one hundred twenty days beginning June 23, 2011 and expiring October 22, 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.

June 27, 2011

Date

  
Beth Chapman Secretary of State