

**ARTICLES OF ORGANIZATION**  
**OF**  
**C & J ICE HOUSES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Alabama Limited Liability Company Law, Title 10, Chapters 1 (to the extent applicable to limited liability companies) and 5 of the Code of Alabama (1975), as amended (the “Alabama Limited Liability Company Law”), hereby files the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in these Articles of Organization are true and correct:

**ARTICLE I**

**NAME**

The name of this limited liability company (the “Limited Liability Company”) shall be:

C & J Ice Houses, LLC

**ARTICLE II**

**DURATION**

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

**ARTICLE III**

**PURPOSES**

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(a) To own, manage and operate one or more free standing ice house vending machines and to do all things necessary, convenient or incidental to the operation of such ice vending machines and all other related services and activities;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any entity of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

#### **ARTICLE IV**

##### **REGISTERED AGENT/OFFICE**

The location of the initial registered office of the Limited Liability Company shall be 5175 Stonehaven Drive, Birmingham, Alabama 35244 and its registered agent at such address shall be Dale Forehand.

#### **ARTICLE V**

##### **MEMBERS**

The name and address of the sole initial member (the "Members") of the Limited Liability Company is:

##### **MEMBER**

Dale Forehand

##### **ADDRESS**

5175 Stonehaven Drive  
Birmingham, Alabama 35244

## **ARTICLE VI**

### **ADDITIONAL MEMBERS**

The Members reserve the right to admit additional Members upon and subject to the terms and conditions of the Limited Liability Company's Operating Agreement.

## **ARTICLE VII**

### **DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP**

The cessation of membership of the sole Member for any reason shall not cause the dissolution of the Limited Liability Company.

## **ARTICLE VIII**

### **MANAGEMENT**

Management is vested in the Member of the Limited Liability Company.

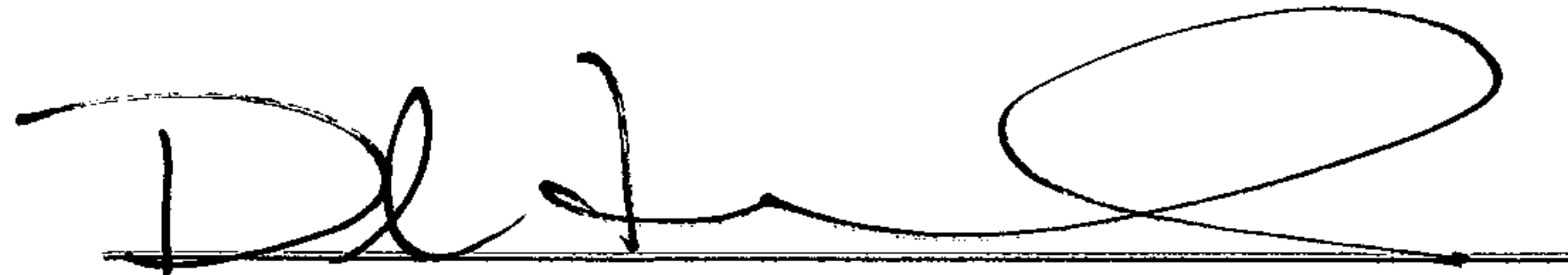




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Shelby Cnty Judge of Probate, AL  
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IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization, on this, the 13<sup>th</sup> day of July, 2011.

Subscribed and sworn to before me in my  
Presence, this 13<sup>th</sup> day of July  
2011, a Notary Public in and for the  
County of Jefferson State of Alabama  
Shirley S. Debbins  
(Signature) Notary Public  
My commission expires July 21, 2014

  
Dale Forehand  
Member

THIS DOCUMENT WAS PREPARED BY:  
Spence Taylor  
Balch & Bingham LLP  
Post Office Box 306  
Birmingham, Alabama 35201



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**Beth Chapman**  
Secretary of State

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

# STATE OF ALABAMA

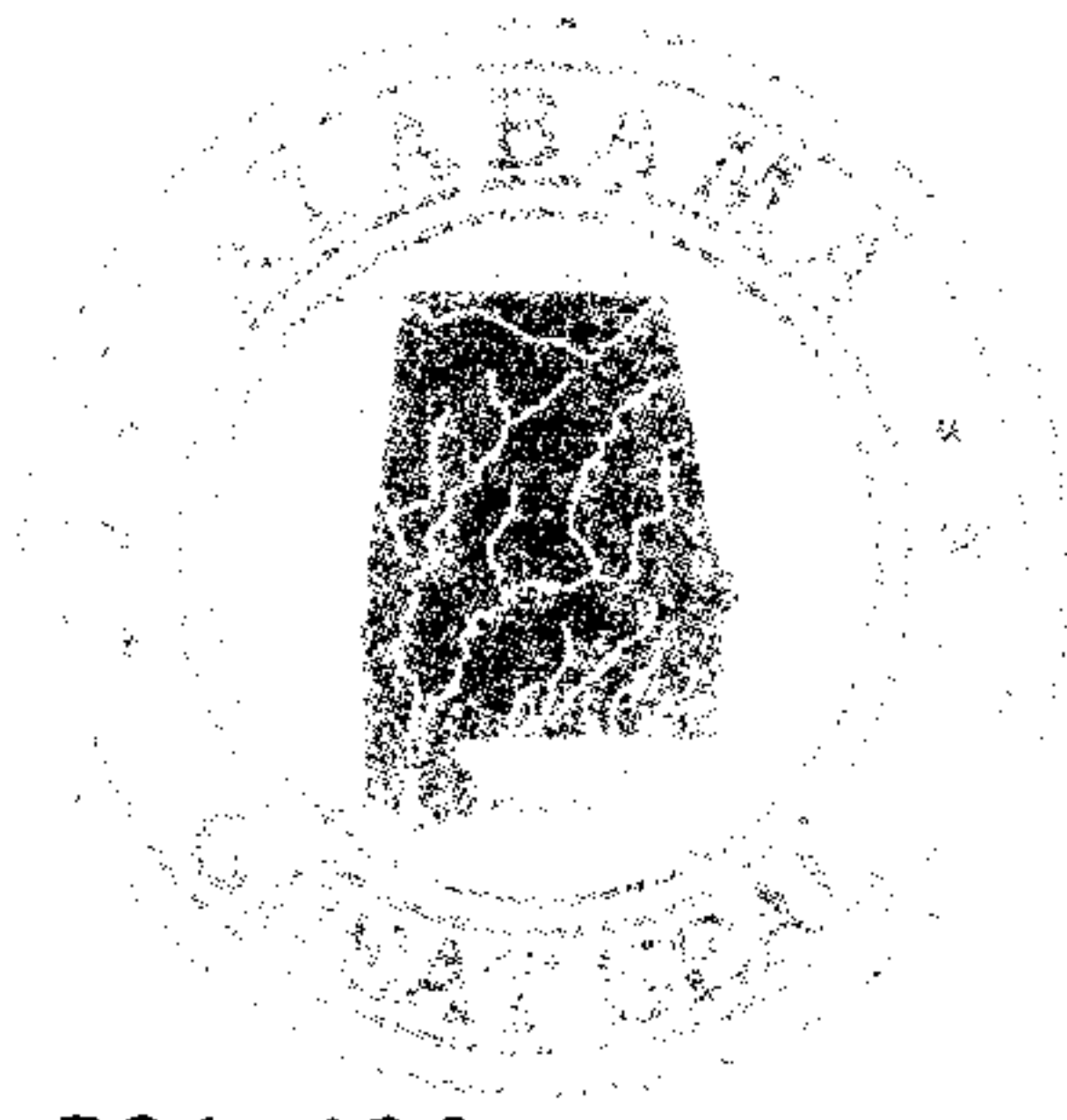
**I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that**

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:

**C & J Ice Houses, LLC**

This domestic limited liability company name is proposed to be  
formed in Alabama and is for the exclusive use of ANNE-MARIE E  
MYERS, P.O. BOX 306, BIRMINGHAM, AL 35201 for a period of one  
hundred twenty days beginning July 22, 2011 and expiring  
November 20, 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.**



584-430

July 26, 2011

Date

*Beth Chapman*

Beth Chapman

Secretary of State