

**STATE OF ALABAMA
SHELBY COUNTY**

ARTICLES OF ORGANIZATION

MOBILEYES, LLC

ARTICLE I

The Name of the Limited Liability Company shall be **MOBILEYES, LLC** and shall conduct any and all business of the company as **MOBILEYES, LLC** which shall be operated as, and only as a Limited Liability Company pursuant to the laws of the State of Alabama.

ARTICLE II

MOBILEYES, LLC is perpetual in duration and succession in its name and has the same powers as a natural person to do all things necessary and/or convenient to carry out its business affairs including each and every power and thing codified at Ala. Code § 10-12-4 (1975)(as amended).

ARTICLE III

MOBILEYES, LLC has been organized for the purposes of providing optometric services and sales and/or any other lawful purpose.

ARTICLE IV

The street address of **MOBILEYES, LLC** is:

5358 Highway 17 South
Helena, Alabama 35080

The name of the registered agent at that office is:


Paul J. Schifanella

ARTICLE V

The name and address of the organizer of **MOBILEYES, LLC** are:

Paul J. Schifanella
5358 Highway 17 South
Helena, Alabama 35080

ARTICLE VI


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MOBILEYES, LLC shall be managed by:

Paul J. Schifanella
5358 Highway 17 South
Helena, Alabama 35080

Paul J. Schifanella shall serve and act as **MOBILEYES, LLC's** managing member until the first annual meeting of the members or until such time as his successor is elected and qualified pursuant to the terms of the Operating Agreement. There shall only be one (1) manager of **MOBILEYES, LLC** at any time.

ARTICLE VII

The member(s) of **MOBILEYES, LLC** hereafter retain the right to admit additional members to **MOBILEYES, LLC** in accordance with all laws and regulations of the State of Alabama and the United States of America. Additional members shall be admitted only upon and at the sole discretion of the managing member.

ARTICLE VIII

MOBILEYES, LLC shall be dissolved upon a two-thirds majority vote of the voting members in accordance with the procedures set forth in the Operating Agreement.

ARTICLE IX

MOBILEYES, LLC shall maintain separate banking accounts from the members of **MOBILEYES, LLC** from which any and all business activities shall be conducted. The Managing member and the Treasurer shall have signatory authority upon the banking accounts of **MOBILEYES, LLC**.

ARTICLE X

The members of **MOBILEYES, LLC** shall be divided into the following classes as to voting rights:

Manager – Shall have five (5) respective votes on any matter brought to vote by the members.

Voting Class Members – Shall have (1) respective vote on any matter brought to vote by the members. Voting Class Members - shall be those members whom have been a member of **MOBILEYES, LLC** for a minimum of one (1) year and one (1) day and whom have been granted Voting Class Member status at the sole discretion of the Managing Member or as otherwise set forth in the Operating Agreement.

Non-voting Class Members – Shall have no voting rights on any matter brought to vote by the members. Non-Voting Class Members shall be those members whom have been a member of **MOBILEYES, LLC** for up to one (1) year.

ARTICLE XI

Any action to amend these Articles of Organization shall require the vote and approval of two thirds (2/3) of the votes of the total votes of the Manager and Voting Class Members. Notice of said vote shall be given in accordance with the terms of the Operating Agreement.

IN WITNESS THEREOF, the undersigned member executed these Articles of Organization for **MOBILEYES, LLC** on this the 10th day of AUGUST, 2011.



Paul J. Schifanella
Initial Managing Member and Organizer

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned authority, a Notary Public in and for said county and state, personally appeared Paul J. Schifanella, who is made known to me and, who, upon oath, deposes and says that the foregoing is true and correct.

Given under my hand and seal this 10th day of AUGUST 2011.




NOTARY PUBLIC

My commission expires: _____

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Oct 21, 2012
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Prepared by:
C. Brian Davidson, Esq.
OF COUNSEL:
DAVIDSON LAW FIRM, P.C.
P.O. Box 267
Helena, Alabama 35080



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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 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:

MobilEyes, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Brian Davidson, P.O. Box 267, Helena, AL 35080 for a
period of one hundred twenty days beginning August 2, 2011 and expiring
November 30, 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.**

August 2, 2011

Date

Beth Chapman

584-871

Beth Chapman

Secretary of State