## 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.

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# 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 \_\_\_\_\_\_ day of \_\_\_\_\_\_, 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 16 day of Autors T

2011.

NOTARY PUBLIC

MY COMMISSION EXPIRES: Oct 21, 2012
BONDED THRU NOTARY PUBLIC UNDERWRITERS

My commission expires:

Prepared by:

C. Brian Davidson, Esq.

OF COUNSEL:

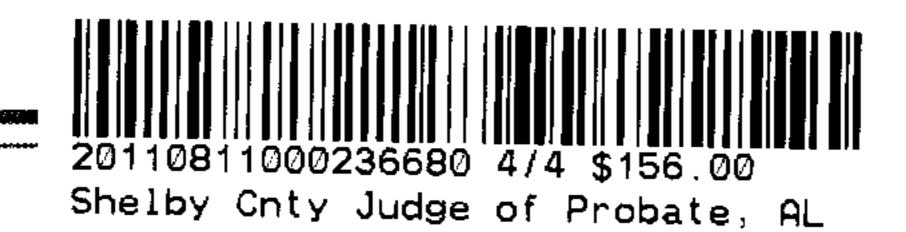
DAVIDSON LAW FIRM, P.C.

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.



584-871

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

Beth Chapman

Secretary of State