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**ARTICLES OF ORGANIZATION**  
**OF**  
**World Class Tae Kwon Do, LLC**

Under the Alabama Limited Liability Company Law

This Instrument Prepared By:

**J.J. THOMAS, ESQ.**  
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ARTICLES OF ORGANIZATION  
OF  
**World Class Tae Kwon Do, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
WORLD CLASS TAE KWON DO, LLC**

**THESE ARTICLES OF ORGANIZATION** of *World Class Tae Kwon Do, LLC* are made and entered into on this the 17<sup>th</sup> day of August, 2011, by and among Justin Scarsella and Abel Martinez, III (the "Members").

**RECITALS**

The members desire to enter into the business and they have considered the various forms of entities to use for that purpose and have decided unanimously that a limited liability company to be formed under the Alabama Limited Liability Company Law is the preferred entity.

THEREFORE, the undersigned do hereby adopt the following Articles of Organization:

**ARTICLE I**


**NAME OF THE LIMITED LIABILITY COMPANY**

The name of the limited liability company is *World Class Tae Kwon Do, LLC* (the "Company").

**ARTICLE II**

**PERIOD OF DURATION**

The Company shall exist in perpetuity unless dissolved pursuant to the Alabama Limited Liability Company Law (the "Law") or these Articles of Organization.

  
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**ARTICLE III**

**PURPOSE; POWERS**

The purpose for which this Company is formed is to provide teaching and instruction of Martial arts and/or fitness activities. In furtherance of the purposes of the Company as set forth above, the Company shall have the power and authority to take all actions necessary, useful or appropriate in the Members' discretion to accomplish its purpose, including, but not limited to, the conduct of business and exercise of all powers authorized by § 10A-5-1.03 of the Law, as amended.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE; INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the Company is 640 Inverness Corners Hoover, AL 35242. The name of the initial registered agent at such address is Justin Scarsella.

**ARTICLE V**

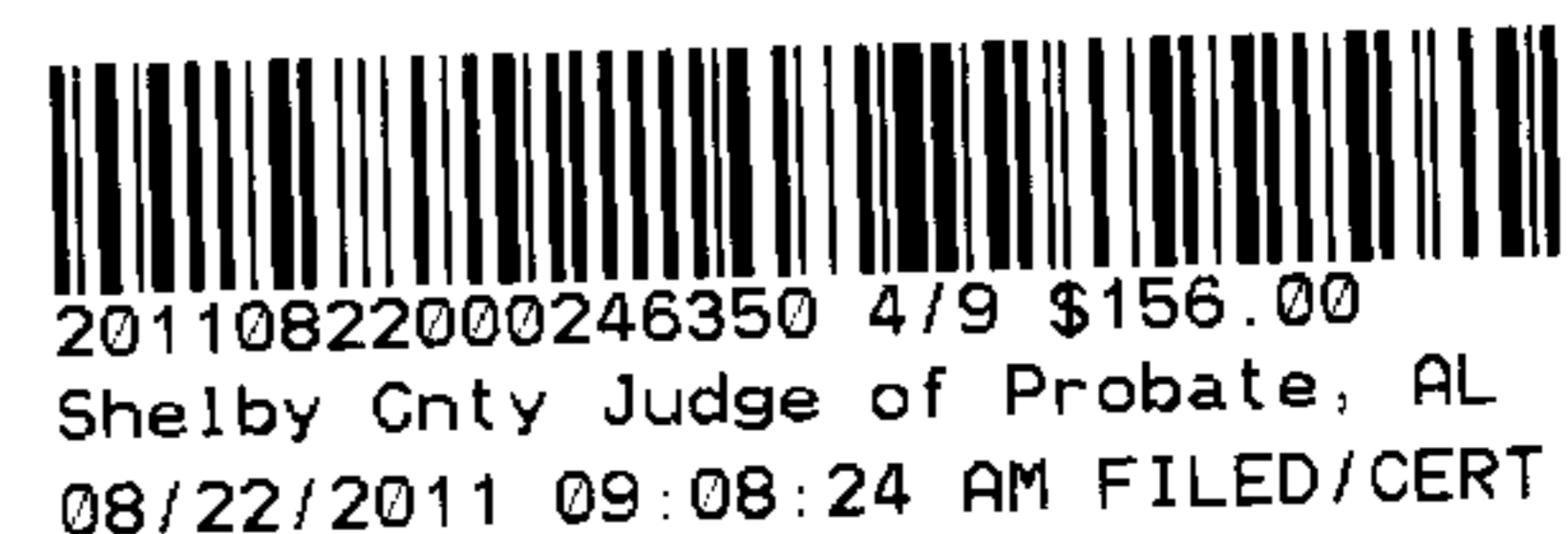
**INITIAL MEMBERS; PERCENTAGE OWNERSHIP**

The names and mailing addresses of the initial Members of the Company and their respective percentage ownership interests in the Company are as follows:

<u>Name</u>	<u>Address</u>	<u>Interest</u>
Justin Scarsella	5963 Forest Lakes Cove Sterrett, AL 35147	80%
Abel Martinez, III	3133 Brookhill Drive Birmingham, AL 35242	20%

**ARTICLE VI**

**ADDITIONAL MEMBERS**



The Members by majority written consent shall have the right to admit additional Members.

## ARTICLE VII

### CONTINUATION OF THE BUSINESS

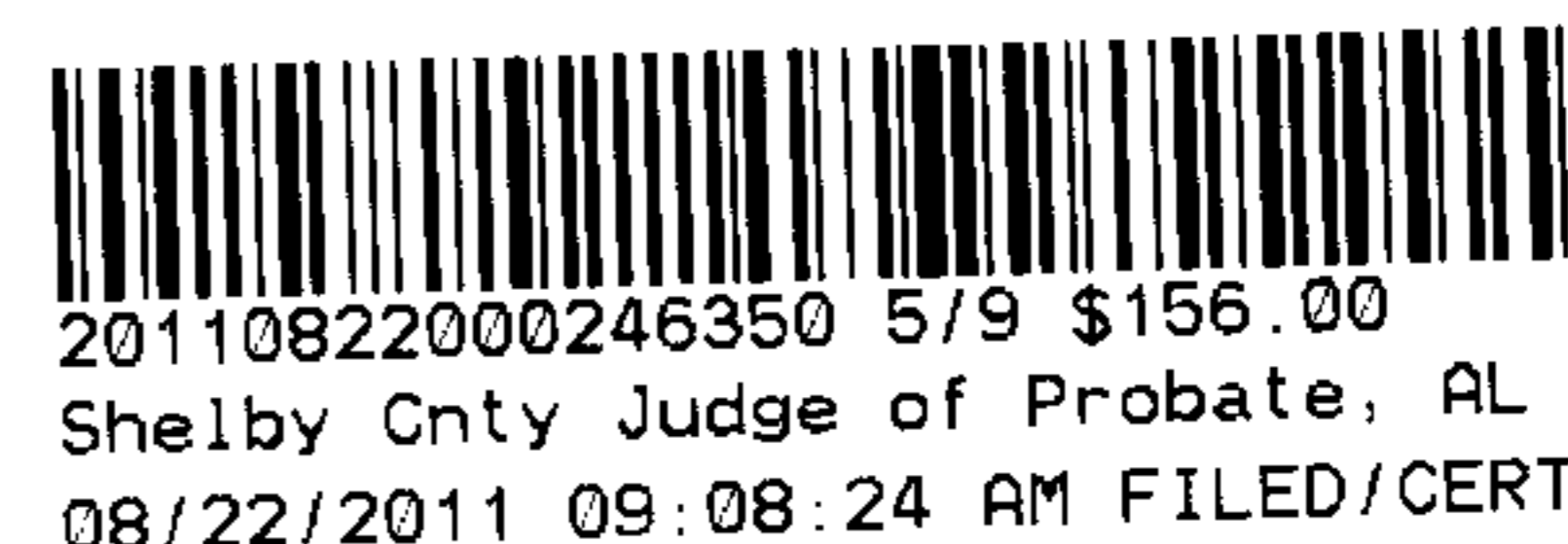
Upon the occurrence of an event of disassociation as defined in the Law, the Company shall be dissolved, unless both the following apply:

- (i) There is at least one (1) remaining Member; and
- (ii) The legal existence of the business of the Company is continued by the written consent of all of the remaining Members within one hundred and twenty (120) days after the occurrence of any event that causes dissolution.

## ARTICLE VIII

### GOVERNANCE

Any Member may upon ten (10) days advance notice given to the other Member(s) call a meeting of the Members. Such notice shall state the date, time, place and purpose of the meeting. Those Members holding a majority of interests shall constitute a quorum for the conduct of business. Members not present in person at such meeting may grant a written proxy to any other person entitling such person to vote such Member's interest at the meeting. Any Member may waive notice of the meeting. Action of the Members may be adopted by written consent without meeting. Unless otherwise provided in these Articles of Organization, the vote of Members owning more than 51 percent (%) of the interests of the Company shall be controlling.



**ARTICLE IX**

**MANAGEMENT**

Management of the Company shall be vested in the Members.

**ARTICLE X**

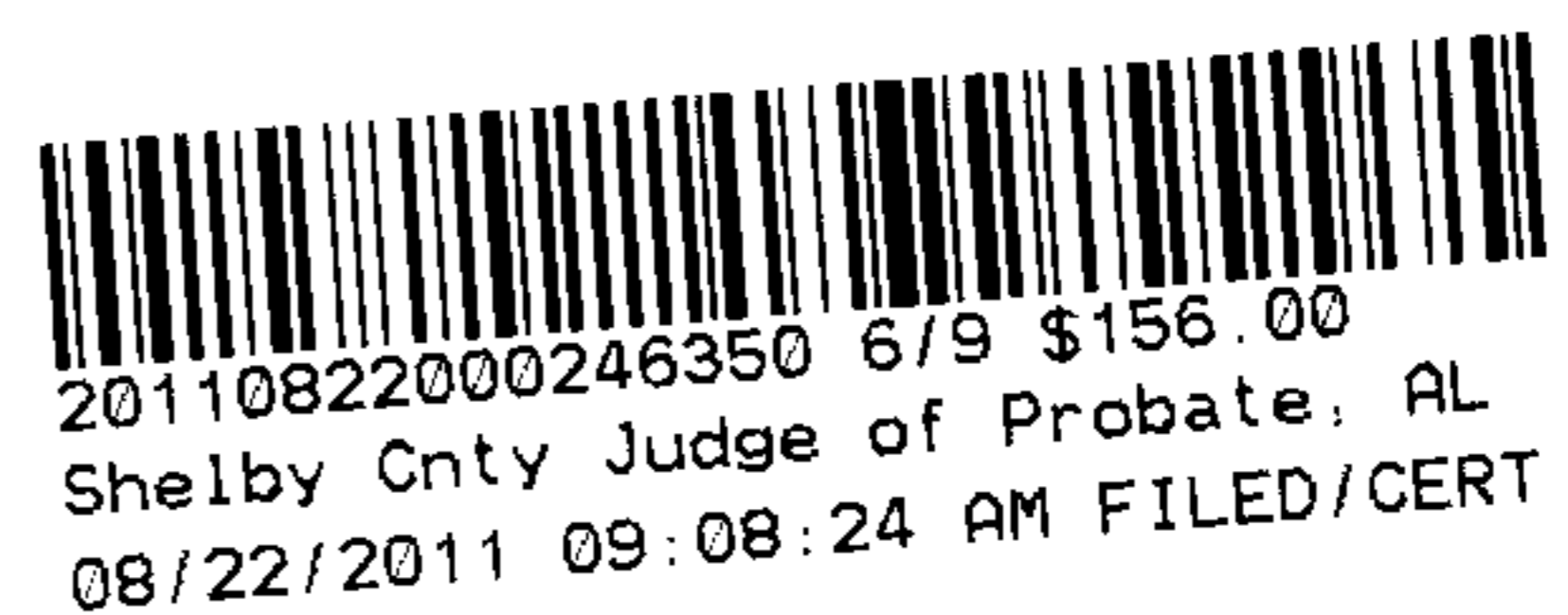
**DISTRIBUTIONS**

Upon vote of the Members, the Company shall make distributions out of its available cash funds or other assets to the Members in accordance with their respective percentage interests, or as otherwise unanimously agreed, as shown in Article V in accordance with § 10A-5-5.04 of the Law.

**ARTICLE XI**

**DISASSOCIATION; ASSIGNMENT**

A Member shall have the right to disassociate voluntarily from the Company upon ninety (90) days written notice to the other Member(s). No Member shall have the right to assign all or any portion of his or her interest in the Company without the written consent of the other Members. If the other Members consent to the assignment of another Member's interest in the Company, then such other Member shall be free to assign his or her interest as set forth in the written consent. An assignee of a Member's interest only entitles such person to the financial rights of the assignor Member to the extent assigned. An assignee of an interest in the Company may become a Member only if the other Members unanimously consent in writing. A Member who assigns all his or her interest in the Company does not cease to be a Member until the assignee of such interest is substituted as a Member by unanimous written consent of the other



Members. A person ceases to be a Member of the Company upon the occurrence of the events specified in Section 10A-5-6.06.

**ARTICLE XII**

**LIQUIDATION**

Upon dissolution of the Company, its affairs shall be wound up and its assets distributed in accordance with the Law, as amended.

**ARTICLE XIII**

**OPERATING AGREEMENT**

Members of the Company may enter into an operating agreement to regulate or establish the affairs of the Company, the conduct of its business, and the relations of its Members. Such operating agreement may contain any provisions regarding the affairs of the Company, the conduct of its business and the relation of its Members that are not inconsistent with laws of the State of Alabama or these Articles of Organization.

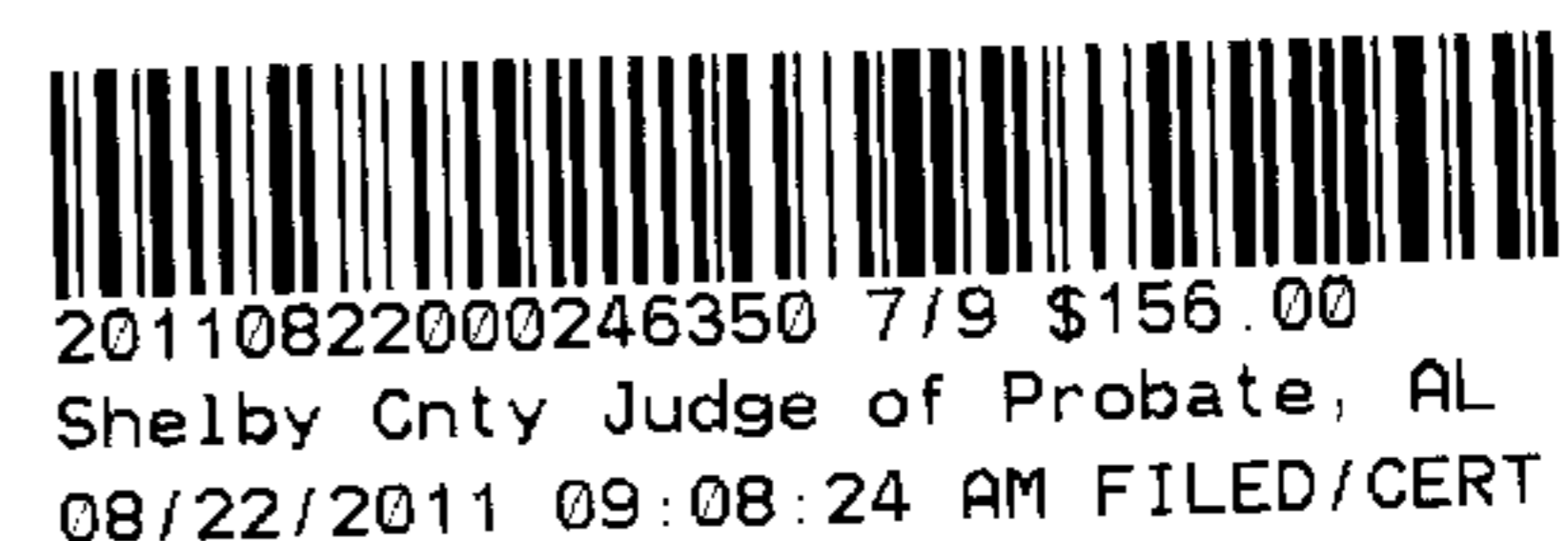
**ARTICLE XIV**

**MISCELLANEOUS**

(1) The Company shall keep at its registered office the records required by § 10A-5-2.06 of the Law and such records shall be subject to inspection and copying at the reasonable request of a Member.

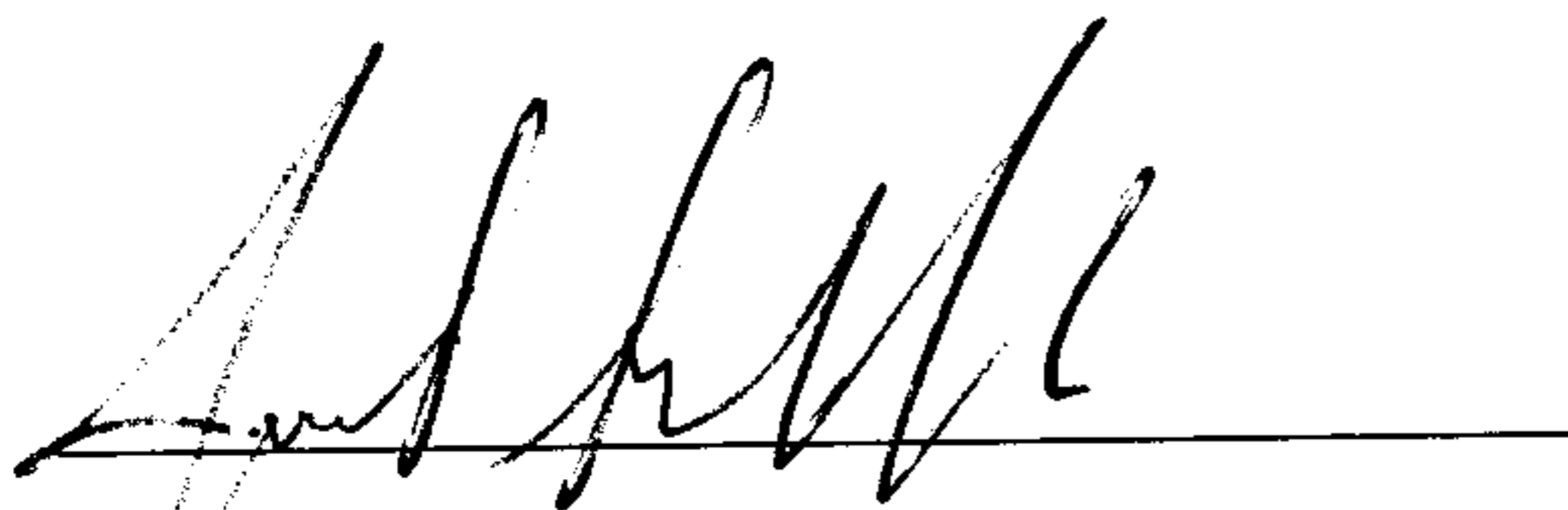
(2) The laws of the State of Alabama shall govern the business of the Company and the relation of its Members.

(3) Except as may be modified by an operating agreement, the Articles of Organization set forth herein constitute the entire understanding and agreement among the

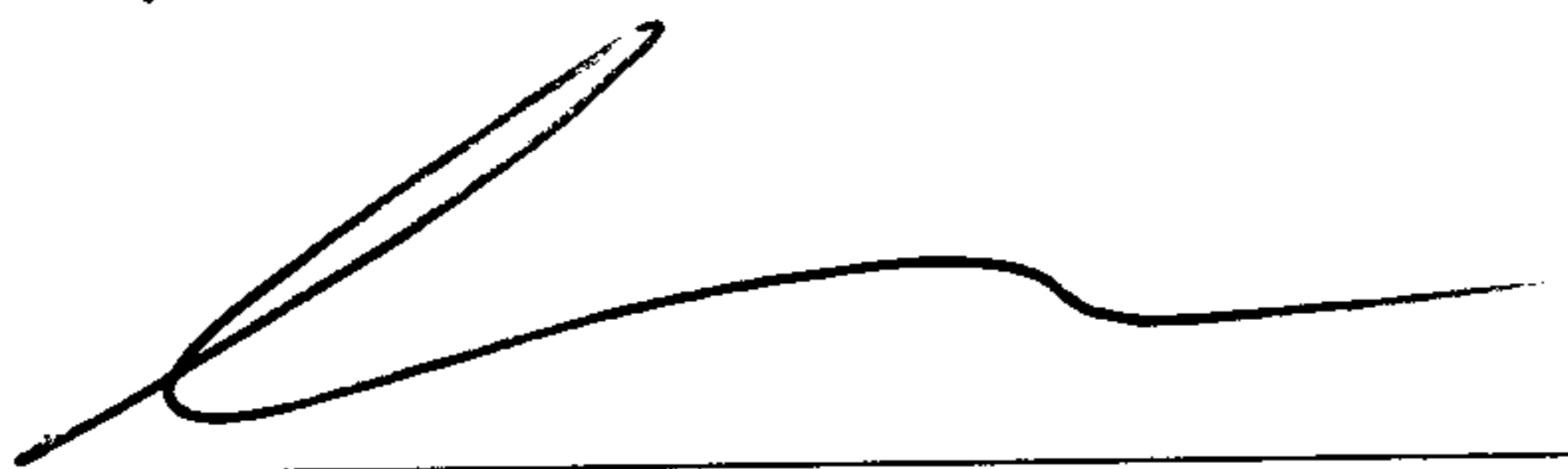


Members with respect to the subject matter hereof, and there are no other agreements, understandings, restrictions, representations or warranties among the Members other than those set forth herein or provided for by these Articles of Organization.

**IN WITNESS WHEREOF**, the undersigned members executed these Articles of Organization this the 17<sup>th</sup> day of August, 2011.



Justin Scarsella



Abel Martinez, III

This instrument was prepared by:

**J.J. THOMAS, ESQ.**  
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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:

**World Class Tae Kwon Do LLC**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of J.J. Thomas, Esq., 501 Riverchase Pkwy East, Suite 100,  
Hoover, AL 35244 for a period of one hundred twenty days beginning August 19,  
2011 and expiring December 17, 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 19, 2011

Date

*Beth Chapman*

586-177

Beth Chapman

Secretary of State



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