

# **Articles of Organization of the Succession Planning Partners, LLC**

## **An Alabama Limited Liability Company**

### **Section 1.01 Introduction and Preliminary Statements**

The undersigned Organizer, desires to form a limited liability company pursuant to the Laws of the State of Alabama by delivering in duplicate to the Secretary of State of the State of Alabama these Articles of Organization, in accordance with the provisions of , hereinafter referred to as the “Act”.

### **Section 1.02 Name**

The Name Reservation certificate from the Office of the Secretary of State is attached. The name of the limited liability company, referred to as the “Company”, is:

Succession Planning Partners, LLC,  
An Alabama Limited Liability Company

### **Section 1.03 Duration**

The Company shall exist for a perpetual duration from the date of filing these Articles of Organization with the Secretary of State of the State of Alabama, unless dissolved according to law.

### **Section 1.04 Objects and Purposes**

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

### **Section 1.05 Principal Place of Business**

The principal place of Business of the Company is:



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Physical Address:  
2491 Pelham Pkwy  
Pelham, Alabama 35124

Mailing Address:  
Mr. John R. Holliman  
2491 Pelham Pkwy  
Pelham, Alabama 35124

### **Section 1.06 Registered Agent and Registered Office**

The name of the initial registered agent is John R. Holliman and the original registered addresses are as follows:

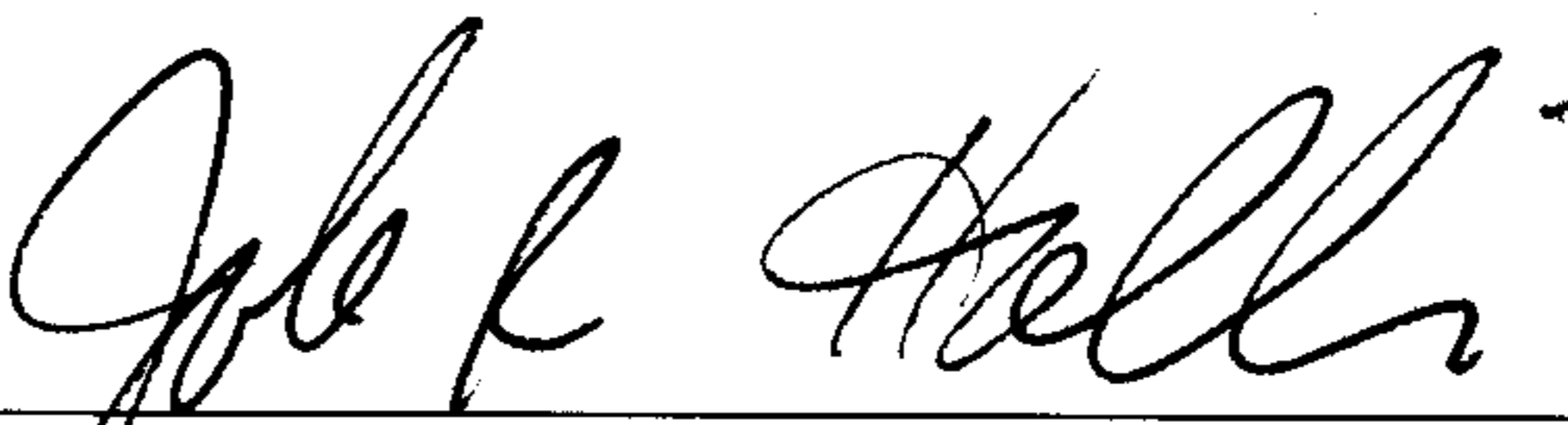
Physical Address:  
2491 Pelham Pkwy  
Pelham, Alabama 35124

Mailing Address:  
Mr. John R. Holliman  
2491 Pelham Pkwy  
Pelham, Alabama 35124

### **Section 1.07 Registered Agent Consent**

I, John R. Holliman, a natural person and resident of Alabama, accept the appointment as agent of Succession Planning Partners, LLC, an Alabama Limited Liability Company, upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: October 24, 2011.

  
\_\_\_\_\_  
John R. Holliman, Registered Agent

### **Section 1.08 Name and Address of Organizer**

John R. Holliman, 2491 Pelham Pkwy, Pelham, Alabama 35124

### **Section 1.09 Additional Contributions**

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the LLC Agreement.

### **Section 1.10 Additional Members**

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's LLC Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the LLC Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the LLC Agreement.

### **Section 1.11 Continuation of Business**

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy, of a Member, or the occurrence of an event, which terminates the continued membership of a Member in the Company, the remaining Members and Manager of the Company shall have the right to continue the business of the Company in accordance with the terms of the LLC Agreement. In the event that the remaining Members and Manager fail to continue the business of the Company in accordance with the terms of the LLC Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the LLC Agreement.

### **Section 1.12 LLC Agreement and Authority**

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Manager and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the LLC Agreement adopted by the initial Members and Manager of the Company. Said LLC Agreement may from time to time be amended in accordance with the provisions contained therein.

### **Section 1.13 Management**

The business of the Company shall be conducted under the management of its Manager who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Manager will be set forth in the LLC Agreement name and address of the initial Manager is:

John R. Holliman  
2491 Pelham Pkwy  
Pelham, Alabama 35124



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**Section 1.14 Indemnification and Liability**

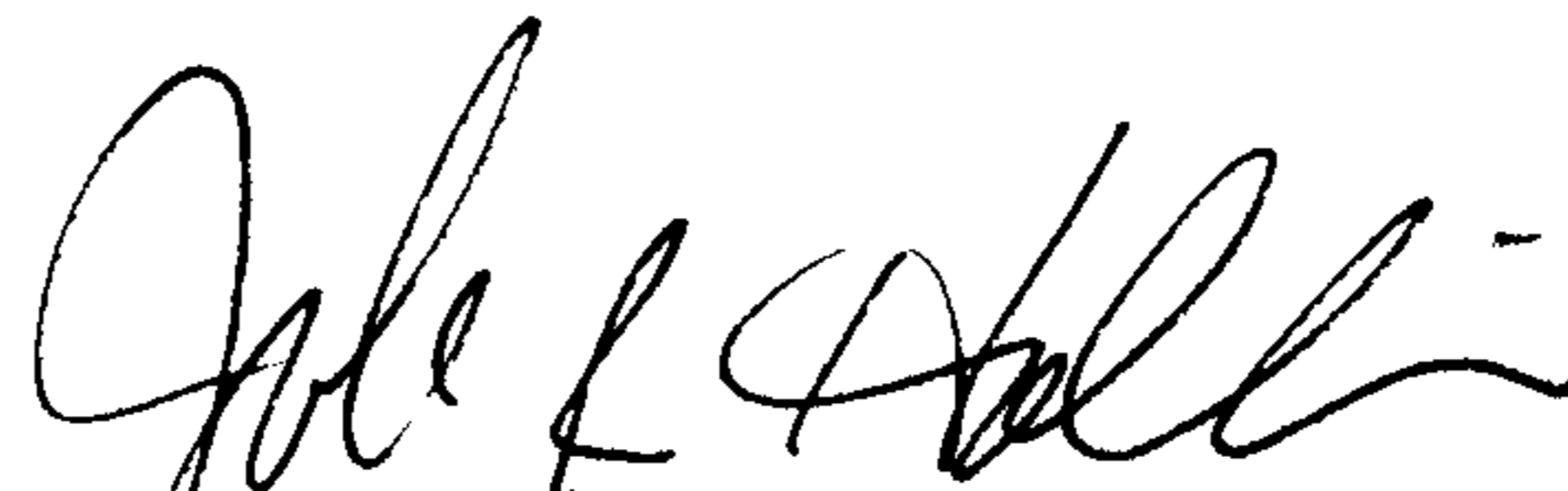
The Company may, as determined by the Manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the LLC Agreement of the Company.

**Section 1.15 Transferability of Interest**

No interest in the Company may be transferred except as specifically set forth in the LLC Agreement of the Company.

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:


Executed on October 24, 2011



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John R. Holliman, Organizer

Beth Chapman  
Secretary of State

  
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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:

**Succession Planning Partners, LLC**

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of John R. Holliman, 2491 Pelham Pkwy, Pelham, AL 35124 for a period of one hundred twenty days beginning October 19, 2011 and expiring February 16, 2012.



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**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.**

October 19, 2011

**Date**



**Beth Chapman**

**Secretary of State**