

# **STATE OF ALABAMA**

## **DOMESTIC LIMITED LIABILITY COMPANY**

### **ARTICLES OF ORGANIZATION OF GRUPO PLOMARES USA LLC**

The undersigned CESAR PLOMARES of Shelby County, Alabama, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975) as amended (the "Alabama Limited Company Act"), hereby file the following Articles of organization with the probate judge of Shelby County, the county in which the initial registered office of the limited company will be located and attest that facts stated in these Articles of organization are true and correct.

#### **ARTICLE I**

##### **NAME**

The name of this limited liability (the "Company") shall be **GRUPO PLOMARES USA LLC**.

#### **ARTICLE II**

##### **DURATION**

The period of duration is perpetual from the date of filing of these Articles of organization with the probate judge of Shelby County, unless the company shall sooner dissolve and its affairs are wound up in accordance with its Articles of Organization or Operating Agreement or extend the duration beyond the above stated term.

#### **ARTICLE III**

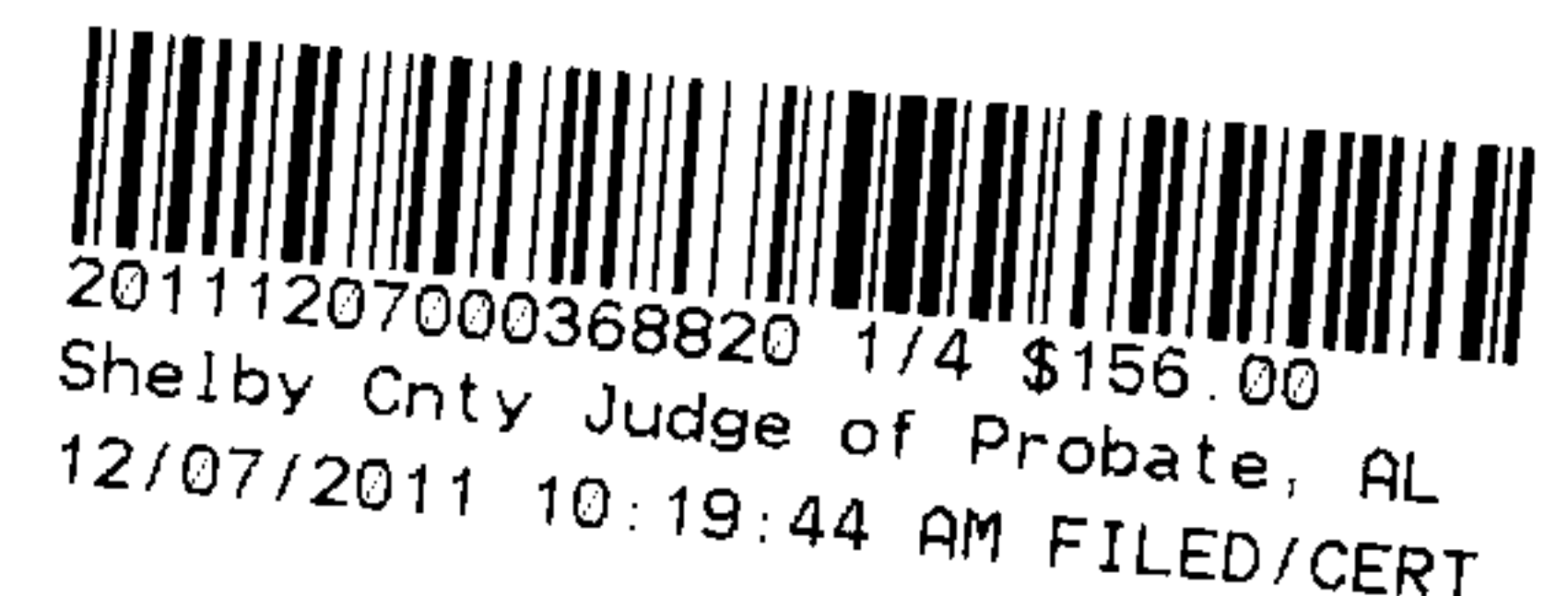
##### **PURPOSE**

The nature of the business of the Company and its objects, purpose and powers are and shall to develop and operate a Wholesale of Janitorial and Cleaning products for residential and commercial use, for profit, income, and appreciation, and to conduct or do any other lawful act or business permitted of the company under the Alabama Limited Company Act.

#### **ARTICLE IV**

##### **REGISTERED OFFICE & AGENT**

The location and street address of the initial registered office of the Company shall be 1076 Lot 14 Montevallo, AL 35115 and its mailing address shall be 1076 Lot 14 Montevallo, AL 35115, and its Registered Agent at such address shall be CESAR PLOMARES.



## ARTICLE V

### INITIAL MEMBERS

The names and addresses of the initial members (the "Members") of the Company are:

MEMBER

ADDRESS

CESAR PLOMARES 100%

1076 LOT 14 MONTEVALLO, AL 35115

## ARTICLE VI

### ADDITIONAL MEMBERS

The members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid, such new Members, and subject to the terms and conditions of the Company's operating Agreement.

## ARTICLE VII

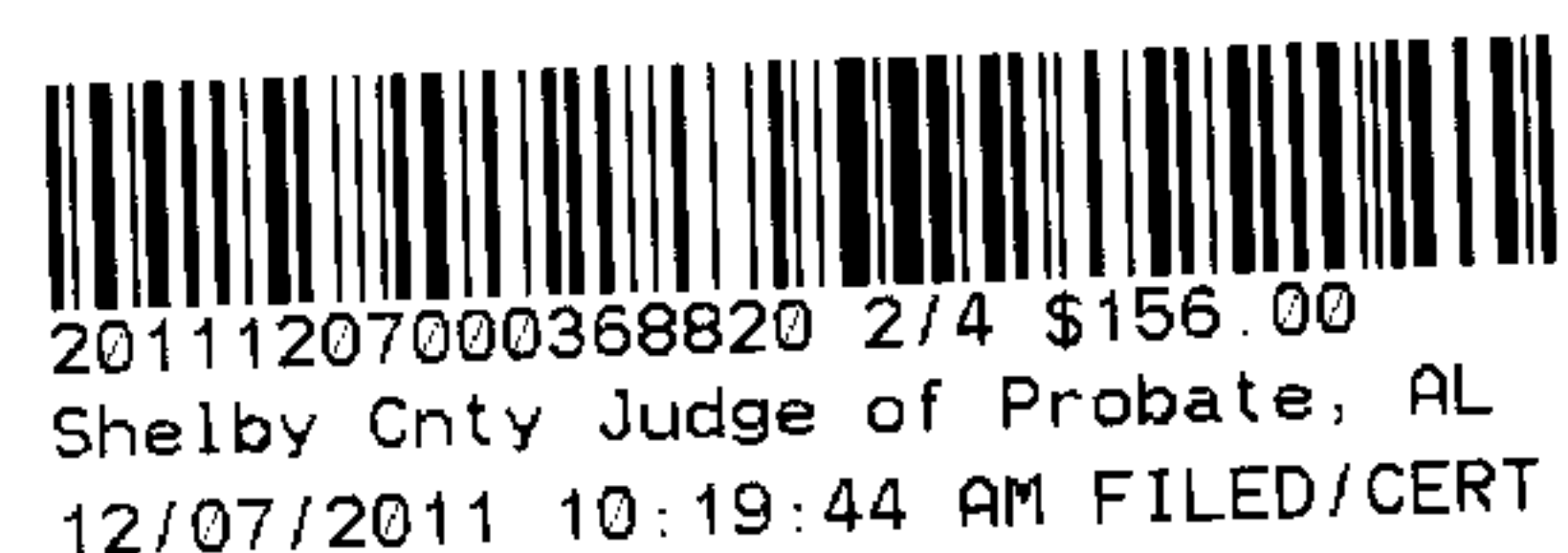
### OPERATING AGREEMENT

The operating Agreement of the company shall be executed by each member of the company and shall set forth all provisions for the affairs of the company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the United States of America, the state of Alabama, or these Articles of Organization.

## ARTICLE VIII

### MANAGEMENT

The members shall have the right to continue upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminated the continued membership of a member in the company (collectively, "Disassociation"), as long as there are at least two remaining members or at least one remaining member and a new member is admitted, and all remaining members with equity interest agree in writing to continue the company within ninety (90) days after the Disassociation of a member, as set forth in the Operating Agreement of the company.



**ARTICLE IX**  
**MANAGEMENT**

**CESAR PLOMARES** shall be the President of the company.


IN WITNESS WHEREOF, the undersigned members have executed these Articles of organization, on this, the 18<sup>th</sup> day of November, 2011.

  
\_\_\_\_\_  
**CESAR PLOMARES**

This document prepared by:

**CESAR PLOMARES**

**1076 LOT 14 MONTEVALLO, AL 35115**

  
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Shelby Cnty Judge of Probate, AL  
12/07/2011 10:19:44 AM FILED/CERT

  
\_\_\_\_\_  
**CESAR PLOMARES**



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:

**GRUPO PLOMARES USA LLC**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of RONALD NIEVES, PO BOX 361992, BIRMINGHAM,  
AL 35236 for a period of one hundred twenty days beginning November 18, 2011  
and expiring March 17, 2012.

  
20111207000368820 4/4 \$156.00  
Shelby Cnty Judge of Probate, AL  
12/07/2011 10:19:44 AM FILED/CERT



**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.**

November 18, 2011

Date



591-659

Beth Chapman

Secretary of State