

**ARTICLES OF ORGANIZATION**  
**OF**  
**PROVIDIEN MARKETING GROUP, LLC**

The undersigned organizers adopt the following Articles of Organization for the Limited Liability Company named below pursuant to Section 10-12-10 of the *Code of Alabama*, 1975 also known as The Alabama Limited Liability Company Act.

**ARTICLE I**

**Name**

1.01 **Name.** The name of the Limited Liability Company is as follows:

**PROVIDIEN MARKETING GROUP, LLC**

**ARTICLE II**

**Registered Office and Agent**

2.01 **Registered Office.** The street address of the initial registered office of the Limited Liability Company is as follows:

**237 OAKMONT ROAD  
BIRMINGHAM, ALABAMA 35244**

2.02 **Registered Agents.** The name of the initial registered agents of the Limited Liability Company at the above office is as follows:

**ANGELA E. HOLLEY**

**JAMES D. FELTHAM**

**ARTICLE III**

**Period of Existence**

3.01 **Period of Existence.** The Period of Existence of this Limited Liability Company shall be perpetual. When any event or occurrence arises that would or could cause the lawful

dissolution of this Limited Liability Company, a unanimous vote of all the members will be required to continue operations.

#### **ARTICLE IV**

##### **Purpose**

4.01 **Purpose.** The Limited Liability Company is organized for the purpose of engaging in the business of Marketing, Advertising, Design, Social Media, Website Development and Strategic consulting for Healthcare Consumers, Business to Business products and services and for the purpose of transacting any other lawful business, not specifically prohibited by the Alabama Limited Liability Act formed under the laws of the State of Alabama.

#### **ARTICLE V**

##### **Initial Members**

5.01 **Initial Members.** The names and mailing addresses of the initial Members are as follows:

**ANGELA E. HOLLEY  
237 Oakmont Road  
Birmingham, Alabama 35244**

**JAMES D. FELTHAM  
237 Oakmont Road  
Birmingham, Alabama 35244**

#### **ARTICLE VI**

##### **Management**

6.01 **Management.** The business and affairs of the limited liability company shall be managed by Angela E. Holley and James D. Feltham

6.02 **Ancillary Services for the Company.** The company reserves the right to employ and/or delegate such authority as may be necessary, proper, and expedient to conduct the affairs of the company in a reasonably prudent business manner upon unanimous vote of the members. In no way is this Article to impede the rights of the members to manage the company.

## **ARTICLE VII**

### **Additional Members**

7.01 **Additional Members.** There shall be an absolute right to admit additional member(s) upon unanimous vote of the members of the Limited Liability Company.

7.02 **Prior Decisions.** All decisions made by the original members, herein identified, shall be binding on all subsequent members.

## **ARTICLE VIII**

### **Non-Transferability of Interest**

8.01 **Non-Transferability of Interest.** A member may not transfer their interest in the Limited Liability Company, nor may it be assigned, in whole or in part, without the express unanimous approval and vote of the members.

## **ARTICLE IX**

### **Disassociation of a Member**

9.01 **Disassociation of a Member.** The withdrawal, resignation, retirement, expulsion, bankruptcy or dissolution of a member shall not terminate the right of the remaining members of the Limited Liability Company to continue the business, upon unanimous vote of the remaining members, after the disassociation of a member.

## **ARTICLE X**

### **Name Changes and the Membership of Deceased Members**

10.01 **For Additional Members.** In the case of additional member(s), the Limited Liability Company shall have the right to change the name of the Limited Liability Company upon unanimous vote of the members prior to the additional member(s).

10.02 **Deceased Members.** The Limited Liability Company shall have the right to continue the business with the name of the deceased member with their consent. The members shall hold their membership as joint tenants with right of survivorship on the condition that upon the death of any or all member(s) the membership shall compensate the estate of the decedent in an amount equal to the percentage the decedent's financial interest in the company before their



death caused the dis-association and/or dissolution from or of the company, such is due 90 days after the date of the deceased member's death, or shorter time if inconsistent with law. Upon such compensation the decedent's interest shall pass to the remaining members of the company equally.

10.03 **Name Change.** The Limited Liability Company shall have the right to change the name upon any event, cause, or desire, so long as there is a unanimous vote from the members ratifying such change, and the change complies with all applicable Alabama laws.

## **ARTICLE XI**

### **Allocations and Distributions**

11.01 **Allocations of Income and Loss.** All gross and/or net income and/or losses, distributions, gain, and/or deductions of the Company shall be allocated to the members equally and under no circumstances is any other person to be allocated income and/or losses, distributions, gain and/or deductions from the Company, unless these articles are amended to provide otherwise.

11.02 **Partnership Tax Provision.** The members expect and intend that the Company shall be treated as a partnership for Federal Income Tax purposes.

## **ARTICLE XII**

### **Effective Date**

12.01 **Effective Date.** The effective date of these Articles of Organization for **PROVIDIEN MARKETING GROUP, LLC** shall be the 15<sup>th</sup> day of November 2011.

**IN WITNESS WHEREOF**, the undersigned members have executed these Articles of Organization, on this the 25<sup>th</sup> day of October, 2011.

  
ANGELA E. HOLLEY

  
JAMES D. FELTHAM

Beth Chapman  
Secretary of State

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Shelby Cnty Judge of Probate, AL  
12/07/2011 03:29:59 PM FILED/CERT

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:

**PROVIDIEN MARKETING GROUP, LLC**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of ANGELA E. HOLLEY, 237 OAKMONT ROAD,  
BIRMINGHAM, AL 35244 for a period of one hundred twenty days beginning  
November 21, 2011 and expiring March 20, 2012.



**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 21, 2011

Date

*Beth Chapman*

591-792

Beth Chapman

Secretary of State