


STATE OF ALABAMA )  
 )  
COUNTY OF SHELBY )

  
20111222000388020 1/7 \$156.00  
Shelby Cnty Judge of Probate, AL  
12/22/2011 11:41:08 AM FILED/CERT

**DOMESTIC LIMITED LIABILITY COMPANY**  
**ARTICLES OF ORGANIZATION OF**  
**ACTION TAX, LLC**  
**ORGANIZED UNDER THE LAWS OF ALABAMA**

The undersigned, acting as an organizer of a limited liability company under the Alabama Limited Liability Company Act (the "Act"), hereby adopt the following Articles of Organization for ACTION TAX, L.L.C.(hereinafter called the "Company").

**ARTICLE I**

The name of the Limited Liability Company is ACTION TAX, LLC

**ARTICLE II**

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or in accordance with the Alabama Limited Liability Company Act, or other applicable laws.

**ARTICLE III**

The name of the initial registered agent is Michael T. Burke and the address of the initial registered agent of the Company is 2353 Pelham Parkway, Pelham, AL 35124. The County is Shelby.

**ARTICLE IV**

The name and address and respective percent of ownership is:

Michael T. Burke 49%  
2353 Pelham Parkway  
Pelham, AL 35124

Garry L. Davis 51%  
2353 Pelham Parkway  
Pelham, AL 35124

**ARTICLE V**

The initial member of the Company may admit additional members at such times

and upon such terms and conditions as may be agreed by the Company and the additional members.

## ARTICLE VI

Section 6.01 Purpose: The Company is organized for the acquisition of properties and to generally conduct the business of tax preparation, tax consulting and business consulting.

To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

Section 6.02 Powers: The Company shall possess and may exercise all powers and privileges granted by the Act or by any other law or by its Operating Agreement, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business, purposes or activities of the Company, including, without limitation, the following:

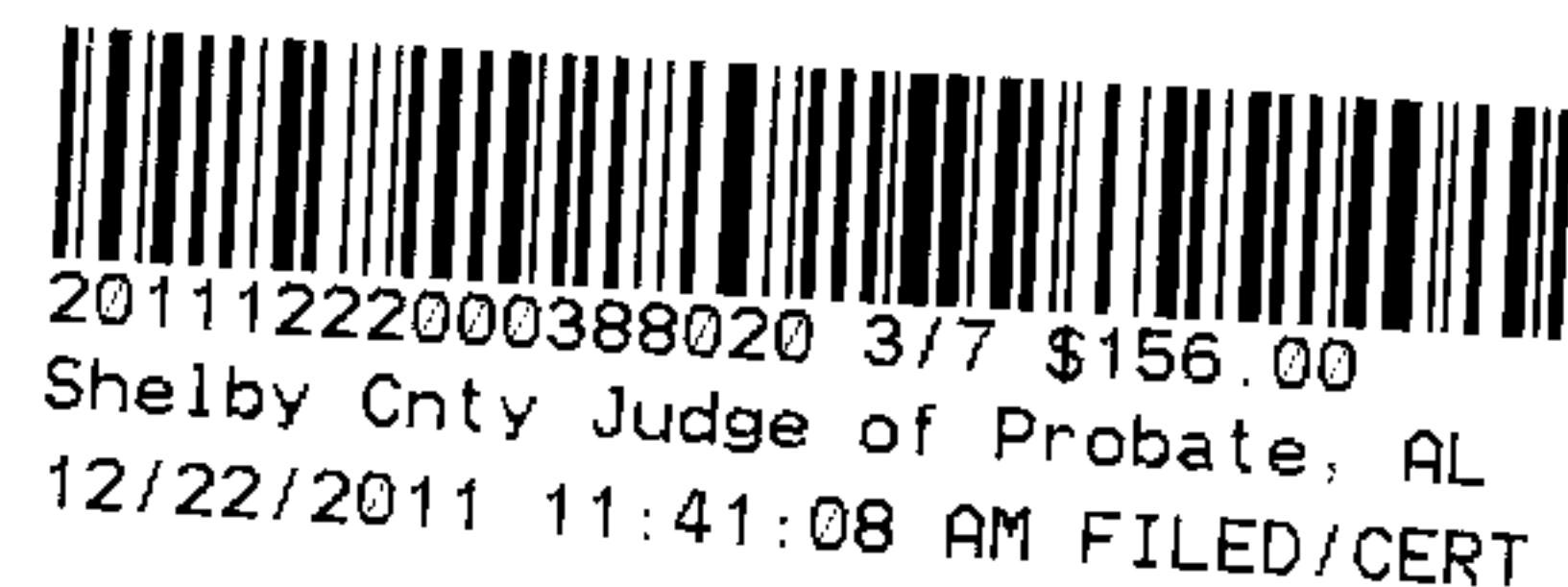
- a. To sue and be sued, complain and defend, in its name;
- b. To purchase, acquire, own, hold, improve, develop, operate, manage, sell, convey, assign, transfer, exchange, release, dispose of, mortgage, encumber, pledge, create security interests in, lease, hire, deal in, and loan or borrow money upon, real and personal property, tangible and intangible, of every kind, character and description, including, without limitation liability companies, corporations or other entities, or any interest therein, along or in conjunction with others, or in the name of one or more partnerships, limited partnerships, limited liability companies, corporations or other entities in which it may constitute one of the partners, members or shareholders;
- c. To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and with any license, power, authority, concession, right or privilege which any limited liability company may make or grant;
- d. To acquire, by purchase, subscription or otherwise, and to own, hold,



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**Articles of Organization**  
**Action Tax, LLC**

sell or dispose of, exchange, deal in and with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any entity in Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences or indebtedness, promissory notes, mortgages or securities, notes, bonds or other evidences of indebtedness of the Company, and the Company shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, by it and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such right now or hereafter provided by the laws of Alabama;

- e. To endorse, lend its credit to, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or pledge or mortgage all or any part of its properties to secure the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, lease, mortgage, or obligation, of any subsidiary, affiliated or related corporation or entity or any other corporation or entity or any other corporation, association or other entity, domestic or foreign, or of any person, firm, partnership, limited liability company or joint venture;
- f. To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, limited liability company, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic;
- g. To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, entity, association, limited liability company or corporation; to pay for the same in cash or with other assets of or interests in the Company, or otherwise; to hold, or in any manner dispose of, the whole or part of the property so acquired; to conduct in any lawful manner the whole or any part of





the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business;

- h. To borrow money from any partnership, limited liability company, corporation, entity or person (including, without limitation, any manager or member of the Company and their respective affiliates), without security, or upon the giving of security by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty or otherwise, and to enter into revolving credit agreements or other loan agreements of any kind with banks or other financial or institutional investors;
- i. To lend money to any partnership, limited liability company, corporation, entity or other person (including, without limitation, any manager or member of the Company, and their respective affiliates), upon the receipt of such security as the managers or members of the Company may deem advisable by way of mortgage, pledge, transfer, assignment or to otherwise, of real and personal property of every nature and description, or by way of guaranty or otherwise;
- j. To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments;
- k. To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise;
- l. To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same;
- m. To enter into any lawful arrangements for sharing of profits, union of interest, reciprocal concession or cooperation, as partner (general or

limited), member, joint venture or otherwise, with any person, partnership, corporation, limited liability company, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which the Company is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the purposes of the Company;

- n. To have one or more offices to carry on all of the Company's operations and business without restriction or limit as to amount, in all states, districts, territories or possessions of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, or country.

#### **ARTICLE VII**

The legal existence and business of the Company may be continued by the written consent of all the remaining members within thirty (30) days after an event of disassociation of a member.

#### **ARTICLE VIII**

The Company shall be managed by one or more managers. The name and mailing address of the initial manager, who shall serve as manager until the first annual meeting of members of the Company or until their successor or successors are duly elected is:

Garry L. Davis  
2353 Pelham Parkway  
Pelham, AL 35124

#### **ARTICLE IX**

The Company operating agreement is incorporated into these articles of organization and made a part thereof.




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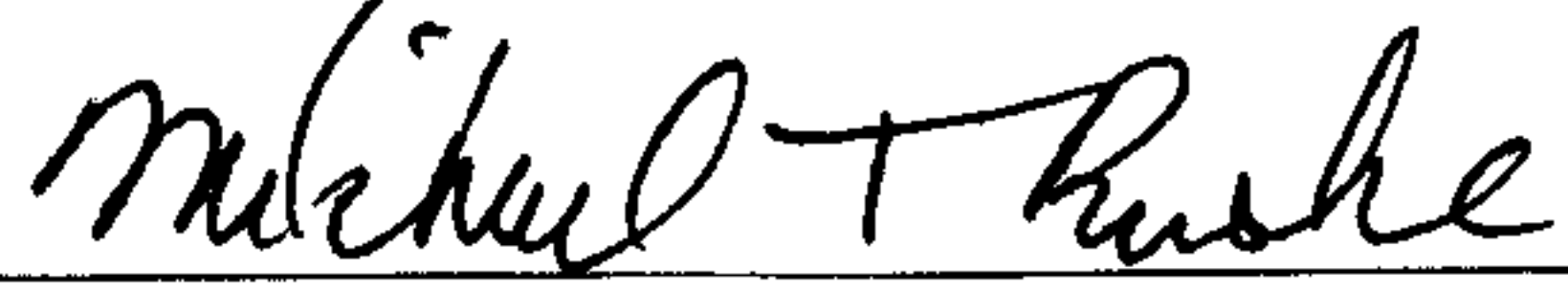


**ARTICLE X**

Any provision that is consistent with the law for the regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in the operating agreement of the L.L.C.

**IN WITNESS WHEREOF**, these Articles of Organization have been executed on this the 22 day of December, 2011, by the undersigned.

  
\_\_\_\_\_  
Garry L. Davis  
**Manager**

  
\_\_\_\_\_  
Michael T. Burke  
**Manager**

This Document Prepared By:  
McLeod & Associates, LLC  
1957 Hoover Court, Suite 306  
Birmingham, AL 35226



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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:

**Action Tax Limited Liability Company**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of Action Tax LLC, 2353 Pelham Pkwy, Pelham, AL  
35124 for a period of one hundred twenty days beginning December 12, 2011 and  
expiring April 10, 2012.



592-839

**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.**

December 12, 2011

Date

*Beth Chapman*

Beth Chapman

Secretary of State



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