This Instrument Prepared By:

Gina H. McDonald & Associates Attorneys at Law 2057 Valleydale Road Suite 202 Birmingham, Alabama 35244

## ARTICLES OF ORGANIZATION OF HEUSSER AGENCY, LLC

TO THE JUDGE OF PROBATE SHELBY COUNTY, ALABAMA:

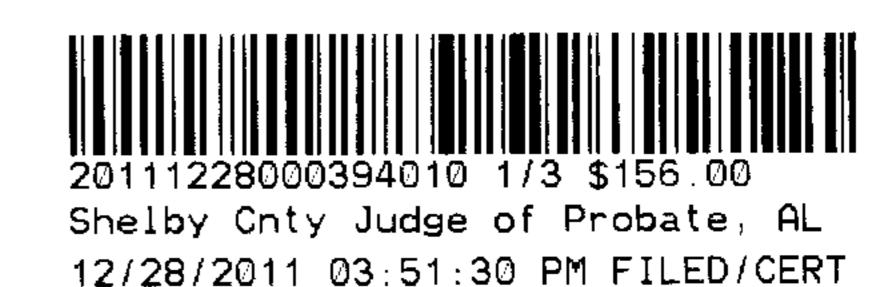
The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Act (the "Act"), Section 10-12-1, et seq., Code of Alabama (Supp. 1998), does hereby certify as follows:

1. NAME. The name of the limited liability company is:

## HEUSSER AGENCY, LLC

(hereinafter referred to as the "Company").

- 2. <u>DURATION</u>. The period of the company's duration shall be perpetual, provided that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in Section 10-12-27 of the Act.
- 3. <u>PURPOSES</u>. The Company has been organized and the objects to be carried on and promoted by it are as follows:
  - (a) To engage in any and all business related to any other legal business purposes.
- (b) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its business and in connection with any other proper business activity in which the company may engage.
- (c) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.
- (d) To borrow or raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the company may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.
- (e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Alabama with all the powers conferred on limited liability companies by the laws of the State of Alabama.
- (f) To restrict the manner in which the persons become members of the company and to execute a written operating agreement to carry these restrictions into effect.
- (g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose of the attainment of any of the objectives or the furtherance of any of the powers set forth in these ARTICLES OF ORGANIZATION, incidental to, pertaining to, or growing out of its business or otherwise, and at all times to comply with the



provisions of the Alabama Limited Liability Company Act as currently enacted and as may be hereafter amended or superseded by any other statute.

4. <u>INITIAL REGISTERED OFFICE AND AGENT</u>. The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at such address are as follows:

Erica H. Chambers 240 Oak Forest Drive Pelham, AL 35124

5. <u>INITIAL MEMBERS</u>. The name(s) and mailing address(es) of the initial members of the Company are as follows:

NAME ADDRESS

Erica H. Chambers

240 Oak Forest Drive Pelham, AL 35124

240 Oak Forest Drive Pelham, AL 35124

6. ORGANIZER. The name and address of the person authorized to act as Organizer of the Company is as follows:

Erica H. Chambers

240 Oak Forest Drive Pelham, AL 35124

- 7. <u>ADDITIONAL AND SUBSTITUTE MEMBERS</u>. Any new or substitute members shall be admitted to the Company only in accordance with the terms set forth in the Operating Agreement of the Company.
- 8. <u>CESSATION OF MEMBERSHIP</u>. The cessation of membership of all members will result in the dissolution of the Company unless the holders of all financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Company and to appoint one or more new members.
- 9. MANAGEMENT OF THE COMPANY. The Company shall be managed by its member(s).

IN WITNESS WHEREOF, the undersigned, have executed these Articles of Organization on this the day of . 20

ERICA H. CHAMBERS

JERRY J. CHAMBERS

20111228000394010 2/3 \$156.00 20111228000394010 2/3 \$156.00 Shelby Cnty Judge of Probate, AL 12/28/2011 03:51:30 PM FILED/CERT 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:

Heusser Agency LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Heusser Agency LLC, 240 Oak Forest Drive, Pelham, AL 35124 for a period of one hundred twenty days beginning December 22, 2011 and expiring April 20, 2012.



593-561

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 22, 2011

Date

Bett Chapman

Beth Chapman

Secretary of State



Shelby Cnty Judge of Probate, AL 12/28/2011 03:51:30 PM FILED/CERT