



20120209000049110 1/5 \$156.00
Shelby Cnty Judge of Probate, AL
02/09/2012 01:40:48 PM FILED/CERT

ARTICLES OF ORGANIZATION
OF
KAREN MILLER AGENCY, LLC.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Limited Liability Company Act (hereinafter referred to as "the Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE ONE

NAME

The name of the limited liability company ("Company") is Karen Miller Agency, LLC.

ARTICLE TWO

DURATION

The period of duration for the Company shall be from the date of filing these Articles of Organization with the Office of the Judge of Probate of Shelby County, Alabama (the "Filing Date"), until the earliest to occur of the following:

- A. Duration is perpetual;
- B. Dissolution of the Company by the unanimous written agreement of the Members; or
- C. The occurrence of an event which under the Act constitutes an event of dissolution or otherwise works a termination of the Company under the Act, unless the legal existence and business of the Company are continued pursuant to Article VII below.

ARTICLE THREE

PURPOSES

The Company has been organized for the following purposes:

1. To engage in an insurance agency;
2. for any lawful purpose or purposes for which a limited liability company may be organized under the laws of the State of Alabama.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Company is 119 Ace Place, Helena, Alabama 35080 and the name of the initial registered agent of the Company at such address is Karen Miller.

ARTICLE FIVE

MEMBERS

The name and mailing address of the members of the Company is follows:

Karen Miller
2182 Old Cahaba Place
Helena, AL 35080

Derrick Miller
2182 Old Cahaba Place
Helena, AL 35080

Gary Ross
1572 Highway 1
Bessemer, AL 35022

Donna Ross
1572 Highway 1
Bessemer, AL 35022

ARTICLE SIX

ADMISSION OF NEW MEMBERS

The members of the Company shall have the right to admit new members from time to time. In the event the members have admitted new members, any additional members may be admitted only upon the unanimous written consent of the existing members, and such existing members shall determine the amount and nature of contributions by new members at the time such new members are admitted.

ARTICLE SEVEN

CESSATION OF MEMBERSHIP

The cessation of membership of one or more members will not result in dissolution of the Company.

ARTICLE EIGHT

MANAGEMENT

The Company shall be managed by its managing member. In the event that additional members are admitted pursuant to Article VI, the Company shall be managed by its members, with each member having an equal right to participate in such management. The managing member is Karen Miller.

ARTICLE NINE

POWERS

The Company shall have the same powers as a natural person to do all things necessary or convenient to carry out its business and affairs, including, without limitation, the powers set forth in §10-12-4, Code of Alabama (1975), as the same may hereafter be amended from time to time.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on this 1st day of February 2012.

Karen R Miller
Karen Miller
Member

Derrick Miller
Derrick Miller
Member

Gary Ross
Gary Ross
Member

Donna Ross
Donna Ross
Member



20120209000049110 5/5 \$156.00
Shelby Cnty Judge of Probate, AL
02/09/2012 01:40:48 PM FILED/CERT

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

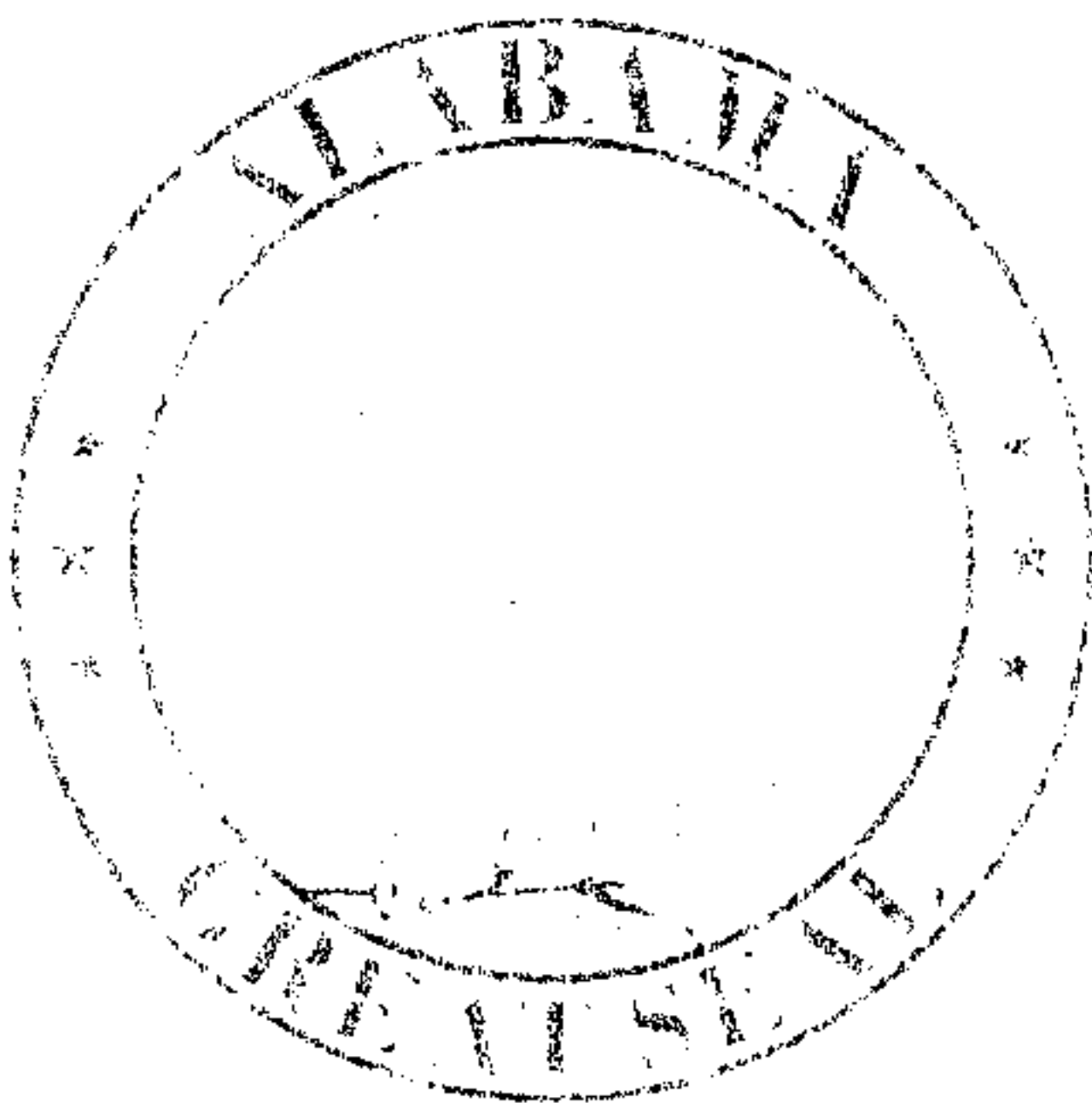
STATE OF ALABAMA

**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:

Karen Miller Agency LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Essential Solutions Inc, PO Box 506, Helena, AL 35080
for a period of one hundred twenty days beginning February 1, 2012 and expiring
May 31, 2012.



596-037

**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.**

February 1, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State