

ARTICLES OF ORGANIZATION

OF

ANDREA LUCAS STUDIOS, LLC

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law, ALA. CODE §§ 10A-5-1.01, *et seq.* (2010 Repl.), and any act amendatory thereof, supplementary thereto or substituted therefor (the “Act”), the undersigned does hereby sign and adopt these Articles of Organization (the “Articles”), and, upon the filing for record of these Articles of Organization in the office of the Judge of Probate of the county in which the initial registered office is established under Article IV hereof, the existence of a limited liability company (the “Company”), under the name set forth in Article I hereof, shall commence.

ARTICLE I

NAME

- 1.1 The name of the Company shall be **Andrea Lucas Studios, LLC**.

ARTICLE II

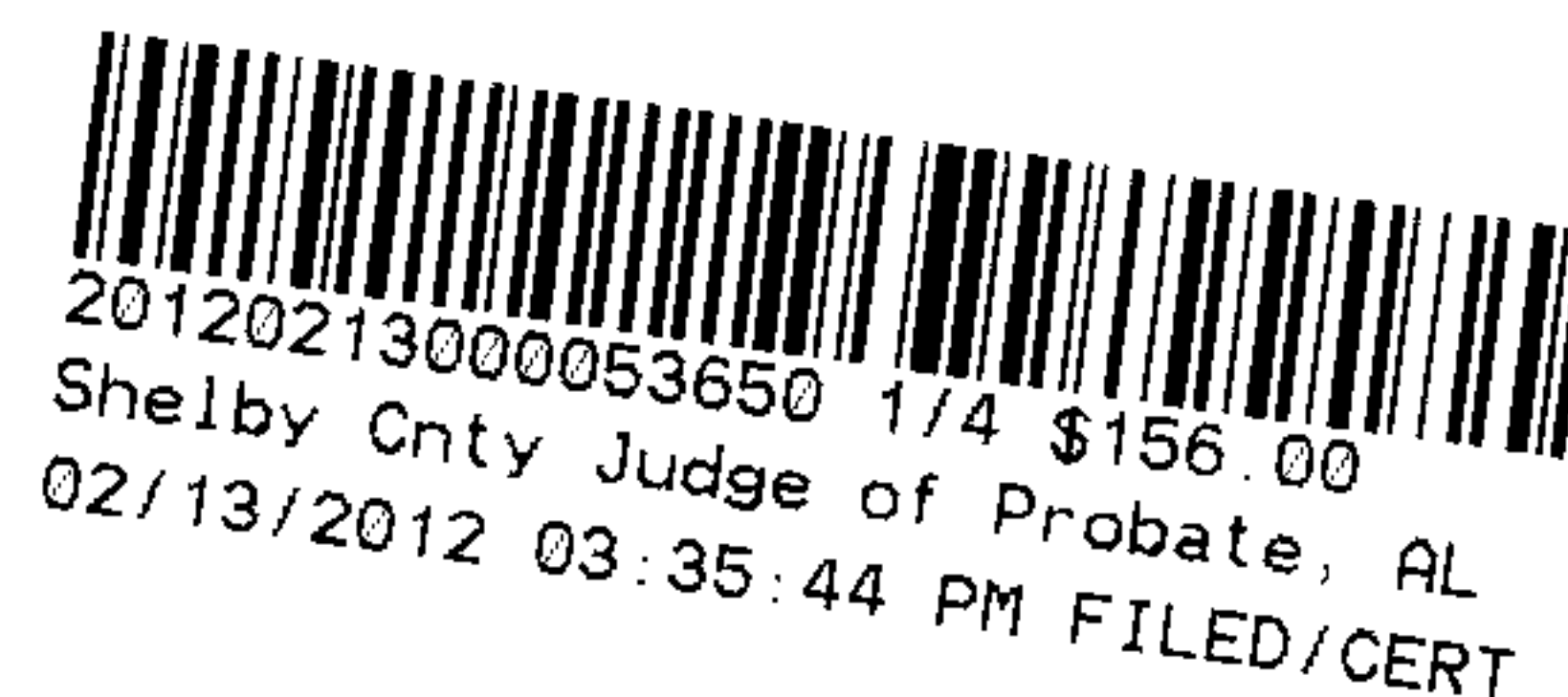
DURATION OF COMPANY

- 2.1 The period of duration of the Company shall be perpetual; provided, however, that the Company may be sooner dissolved (a) upon the written consent of all of the members of the Company; (b) as provided in the Operating Agreement between the members of the Company and the Company; or (c) as otherwise provided in the Act.

ARTICLE III

PURPOSES, OBJECTS AND POWERS

- 3.1 The purposes, objects and powers of the Company are to engage in any lawful business, act or activity for which a limited liability company may be organized under the laws of the state of Alabama, including, but not limited to, the design, construction and sale of stained-glass windows, the design, manufacture and sale of jewelry, and in any other business directly or indirectly related thereto, and to have and to exercise any and all of the powers specifically granted in the Act, none of which shall be deemed to be inconsistent with the nature, character or the object of the Company and none of which are denied to it by these Articles of Organization.



ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

4.1 The location and mailing address of the initial registered office of the Company shall be 104 Hunset Mill Lane, Pelham, Alabama 35124.

4.2 The name of the initial registered agent of the Company at such address shall be Andrea Wheeler Lucas.

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

5.1 The member or members of the Company shall have the right to admit additional members to the Company upon the written consent of all of the members of the Company.

ARTICLE VI

ELECTION TO CONTINUE IN BUSINESS WHEN THERE IS NO REMAINING MEMBER

6.1 The Company shall be dissolved and its affairs shall be wound up when there is no remaining member unless either:

(a) The holders of all the 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; or

(b) The legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement.

ARTICLE VII

MANAGEMENT OF THE COMPANY

7.1 The Company shall be managed by its members.

ARTICLE VIII

AMENDMENT OF THE ARTICLES OF ORGANIZATION

8.1 Any amendment to these Articles of Organization shall be approved by a vote of two-thirds (2/3) of the members of the Company entitled to vote thereon.

ARTICLE IX

ORGANIZATION OF THE COMPANY

9.1 The name and address of the organizer of the Company are as follows:

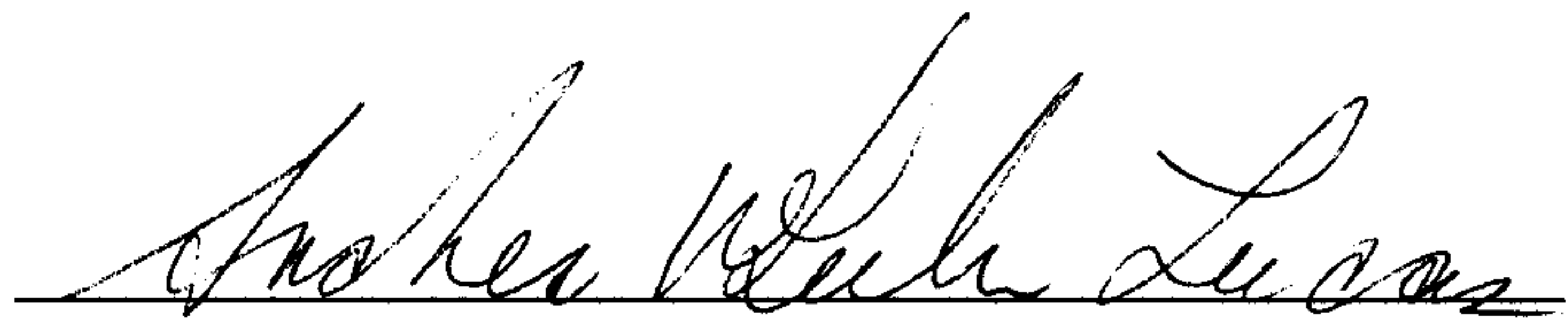
ORGANIZER

ADDRESS

Andrea Wheeler Lucas

104 Hunset Mill Lane
Pelham, Alabama 35124

IN TESTIMONY WHEREOF, the undersigned has affixed her hand and seal as the organizer of the Company on this the 13 day of February, 2012.


Andrea Wheeler Lucas, Organizer

This instrument prepared by:
Brian G. Wilson, Esq.
Cabaniss, Johnston, Gardner,
Dumas & O'Neal LLP
2001 Park Place N., Suite 700
Birmingham, Alabama 35203
(205) 716-5273


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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:

Andrea Lucas Studios, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Brian G. Wilson, 2001 Park Place North, Suite 700,
Birmingham, AL 35203 for a period of one hundred twenty days beginning
January 17, 2012 and expiring May 16, 2012.

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**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.**

January 17, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State