


**ARTICLES OF ORGANIZATION**  
**OF**  
**DKB Technologies, LLC**

Under the Alabama Limited Liability Company Law


This Instrument Prepared By:

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I N D E X  
TO  
ARTICLES OF ORGANIZATION  
OF  
**DKB Technologies, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
DKB TECHNOLOGIES, LLC**

**THESE ARTICLES OF ORGANIZATION** of *DKB Technologies, LLC* are made and entered into on this the \_\_\_\_\_<sup>th</sup> day of March, 2012, by Mark J. Betters (the "Member").

**RECITALS**

The member desires to enter into the business and he has considered the various forms of entities to use for that purpose and has decided unanimously that a limited liability company to be formed under the Alabama Limited Liability Company Law is the preferred entity.

THEREFORE, the undersigned does hereby adopt the following Articles of Organization:

**ARTICLE I**


**NAME OF THE LIMITED LIABILITY COMPANY**

The name of the limited liability company is *DKB Technologies, LLC* (the "Company").

**ARTICLE II**

**PERIOD OF DURATION**

The Company shall exist only until April 1, 2022, approximately 10 years (10), unless dissolved or continued pursuant to the Alabama Limited Liability Company Law (the "Law") or these Articles of Organization.

  
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### ARTICLE III

#### PURPOSE; POWERS

The purpose for which this Company is formed is to provide consulting and inspecting of Ultrasound systems for medical use. In furtherance of the purposes of the Company as set forth above, the Company shall have the power and authority to take all actions necessary, useful or appropriate in the Member(s)' discretion to accomplish its purpose, including, but not limited to, the conduct of business and exercise of all powers authorized by § 10A-5-1.03 of the Law, as amended.

### ARTICLE IV

#### INITIAL REGISTERED OFFICE; INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Company is 324 Belvedere Cir. Birmingham, AL 35242. The name of the initial registered agent at such address is Mark J. Betters.

### ARTICLE V

#### INITIAL MEMBER(S); PERCENTAGE OWNERSHIP

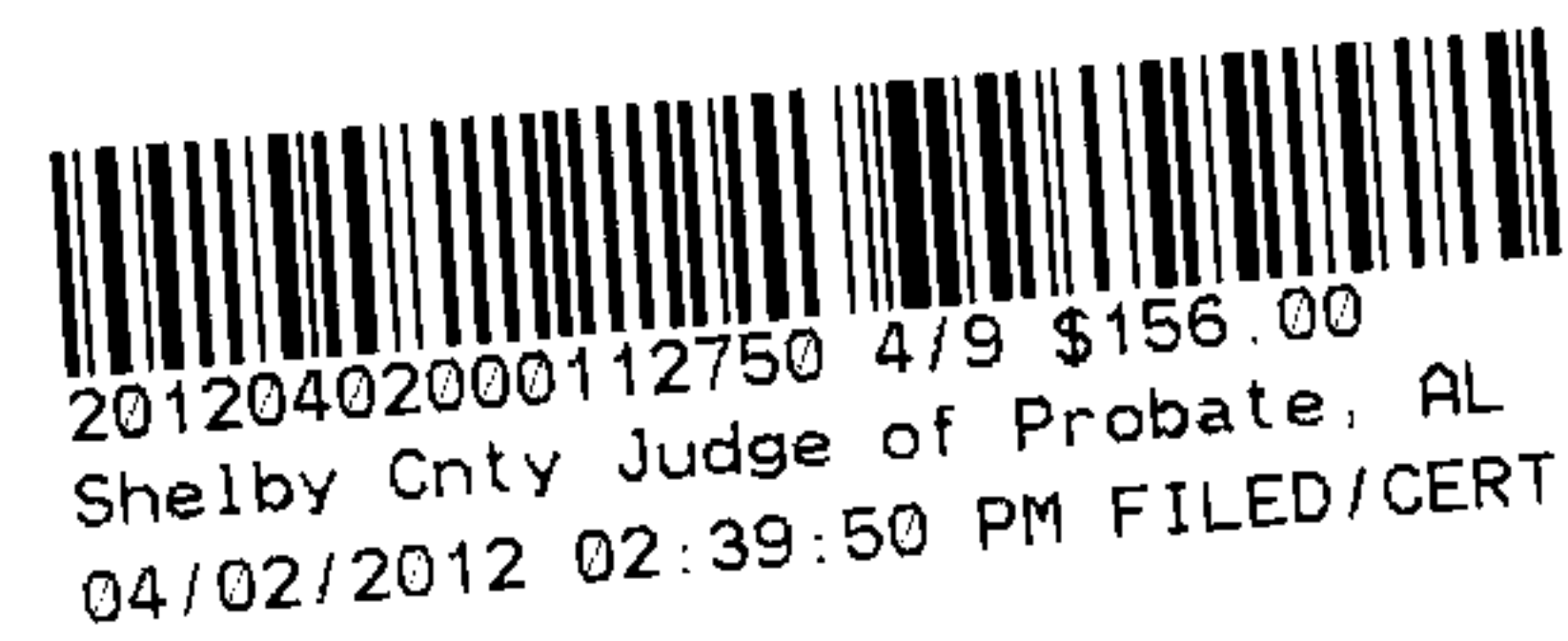
The name and mailing address of the initial Member of the Company and his respective percentage ownership interest and capital contribution in the Company is as follows:

<u>Name</u>	<u>Address</u>	<u>Interest</u>	<u>Capital Contribution</u>
Mark J. Betters	324 Belvedere Cir. Birmingham, AL 35242	100%	\$8,000

### ARTICLE VI

#### ADDITIONAL MEMBER(S)

The Member shall have the right to admit additional Member(s).



## ARTICLE VII

### CONTINUATION OF THE BUSINESS

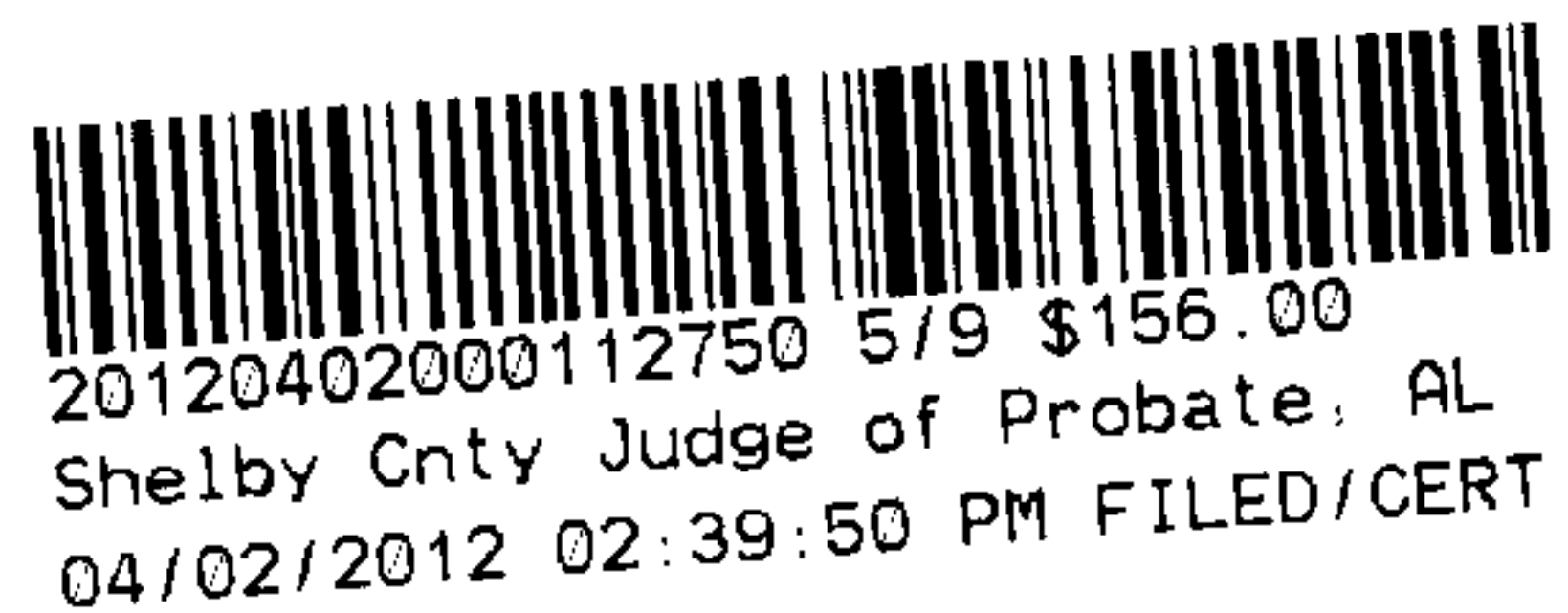
Upon the occurrence of an event of disassociation as defined in the Law, the Company shall be dissolved, unless both the following apply:

- (i) There is at least one (1) remaining Member; and
- (ii) The legal existence of the business of the Company is continued by the written consent of all of the remaining Member(s) within one hundred and twenty (120) days after the occurrence of any event that causes dissolution.

## ARTICLE VIII

### GOVERNANCE

Any Member may upon ten (10) days advance notice given to the other Member(s) call a meeting of the Member(s). Such notice shall state the date, time, place and purpose of the meeting. Those Member(s) holding a majority of interests shall constitute a quorum for the conduct of business. Member(s) not present in person at such meeting may grant a written proxy to any other person entitling such person to vote such Member's interest at the meeting. Any Member may waive notice of the meeting. Action of the Member(s) may be adopted by written consent without meeting. Unless otherwise provided in these Articles of Organization, the vote of Member(s) owning more than 51 percent (%) of the interests of the Company shall be controlling.





## **ARTICLE IX**

### **MANAGEMENT**

Management of the Company shall be vested in the Member(s).

## **ARTICLE X**

### **DISTRIBUTIONS**

Upon vote of the Member(s), the Company shall make distributions out of its available cash funds or other assets to the Member(s) in accordance with their respective percentage interests, or as otherwise unanimously agreed, as shown in Article V in accordance with § 10A-5-5.04 of the Law.

## **ARTICLE XI**

### **DISASSOCIATION; ASSIGNMENT**

A Member shall have the right to disassociate voluntarily from the Company upon ninety (90) days written notice to the other Member(s). No Member shall have the right to assign all or any portion of his or her interest in the Company without the written consent of the other Member(s). If the other Member(s) consent to the assignment of another Member's interest in the Company, then such other Member shall be free to assign his or her interest as set forth in the written consent. An assignee of a Member's interest only entitles such person to the financial rights of the assignor Member to the extent assigned. An assignee of an interest in the Company may become a Member only if the other Member(s) unanimously consent in writing. A Member who assigns all his or her interest in the Company does not cease to be a Member until the

assignee of such interest is substituted as a Member by unanimous written consent of the other Member(s). A person ceases to be a Member of the Company upon the occurrence of the events specified in Section 10A-5-6.06.

## **ARTICLE XII**

### **LIQUIDATION**

Upon dissolution of the Company, its affairs shall be wound up and its assets distributed in accordance with the Law, as amended.

## **ARTICLE XIII**

### **OPERATING AGREEMENT**

Member(s) of the Company may enter into an operating agreement to regulate or establish the affairs of the Company, the conduct of its business, and the relations of its Member(s). Such operating agreement may contain any provisions regarding the affairs of the Company, the conduct of its business and the relation of its Member(s) that are not inconsistent with laws of the State of Alabama or these Articles of Organization.

## **ARTICLE XIV**

### **MISCELLANEOUS**

(1) The Company shall keep at its registered office the records required by § 10A-5-2.06 of the Law and such records shall be subject to inspection and copying at the reasonable request of a Member.

(2) The laws of the State of Alabama shall govern the business of the Company and the relation of its Member(s).

(3) Except as may be modified by an operating agreement, the Articles of Organization set forth herein constitute the entire understanding and agreement among the Member(s) with respect to the subject matter hereof, and there are no other agreements, understandings, restrictions, representations or warranties among the Member(s) other than those set forth herein or provided for by these Articles of Organization.

IN WITNESS WHEREOF, the undersigned Member(s) executed these Articles of Organization this the 26<sup>th</sup> day of March, 2012.

  
Mark J. Betters

This instrument was prepared by:

**J.J. THOMAS, ESQ.**  
Gentle, Turner & Sexton  
501 Riverchase Parkway East, Suite 100  
Hoover, AL 35244  
(205) 716-3000  
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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:

**DKB Technologies LLC**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of Mark J. Betters, 324 Belvedere Cir, Birmingham, AL  
35242 for a period of one hundred twenty days beginning March 22, 2012 and  
expiring July 20, 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.**

March 22, 2012

Date

*Beth Chapman*

Beth Chapman

Secretary of State