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Shelby Cnty Judge of Probate, AL  
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**ARTICLES OF ORGANIZATION  
OF  
LARGEWOOD, LLC**

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law and any act amendatory thereof, supplementary thereto or substituted therefore (hereinafter referred to as the "Law"), the undersigned does hereby sign and adopt these Articles of Organization, and, upon filing for record of these Articles of Organization in the office of the Judge of Probate of Shelby County, Alabama, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article 1 hereof, shall commence.

**ARTICLE I  
NAME**

The name of the Company shall be **Largewood, LLC**.

**ARTICLE II  
TYPE OF ENTITY**

The Company shall be formed as a limited liability company.

**ARTICLE III  
PERIOD OF DURATION**

The duration of the Company shall be perpetual.

**ARTICLE IV  
PURPOSES, OBJECTS AND POWERS**

4.1 Without limiting the scope and generality of the purposes, objects and powers of the Company granted by the Law, the Company shall have the power to:

(a) engage in every phase and aspect of business consulting, including, but not limited to, computer hardware and software consulting and information technology consulting.

(b) engage in any lawful business, act or activity for which a company may be organized under the Law, it being the purpose and intent of this Article IV to invest the Company with the broadest purposes, objects and powers lawfully permitted a company formed under the Law.

4.2 All words, phrases and provisions appearing in this Article IV are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.

**ARTICLE V**  
**REGISTERED OFFICE AND REGISTERED AGENT**

5.1 The location and mailing address of the initial registered office of the Company shall be **890 Mannington Drive, Sterrett, Alabama 35147.**

5.2 The initial registered agent at such address shall be **George J. Kovakas.**

**ARTICLE VI**  
**ORGANIZER AND INITIAL MEMBERS**

6.1 The name and mailing address of the Organizer is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>Timothy M. Fulmer</b>	<b>3800 Colonnade Pkwy – Suite 450 Birmingham, Alabama 35243</b>

6.2 The name and mailing address of the initial Members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>George J. Kovakas</b>	<b>890 Mannington Drive Sterrett, Alabama 35147</b>
<b>Charles Wade Manis, Sr.</b>	<b>108 Van Fleet Court Auburndale, Florida 33823</b>

**ARTICLE VII**  
**ADMISSION OF ADDITIONAL MEMBERS**

From and after the date of the formation of the Company, any person or entity acceptable to all the Members by their vote thereof may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as the Members by their votes shall determine, or as a transferee of a Member's membership interest or any portion thereof as approved by the Members by their vote, subject to the terms and conditions of these Articles of Organization and the Operating Agreement.

**ARTICLE VIII**  
**CLASSES OR GROUPS OF MEMBERSHIP INTERESTS**

The relative rights, powers and duties for classes or groups of membership interests, if any, are set forth in full in the Operating Agreement of the Company, as the same may be in effect from time to time.

**ARTICLE IX**  
**CONTINUATION OF BUSINESS**

In the event of the death, retirement, resignation, expulsion or dissolution of a Member, the remaining Member or Members, if any, shall automatically continue the business of the Company.

**ARTICLE X**  
**MANAGEMENT**

The business and affairs of the Company shall be managed by the Members.

**ARTICLE XI**  
**INTERNAL AFFAIRS**

11.1 The provisions of Sections 11.2 to 11.4 for the regulation of the business and for the conduct of the affairs of the Company and its Members are hereby adopted.

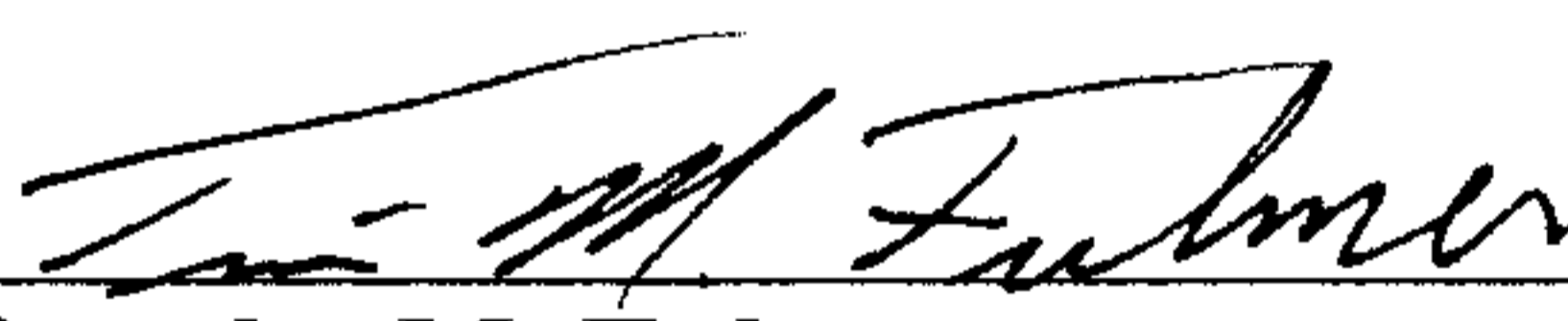
11.2 The initial Operating Agreement of the Company shall be adopted by the initial Members. The power to alter, amend, or repeal the Operating Agreement or adopt a new Operating Agreement shall be vested in the Members, which power may be exercised in the manner and to the extent provided in the Operating Agreement. The Operating Agreement may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company or the Members, not inconsistent with the Law or these Articles of Organization. The Operating Agreement as so adopted and as may be amended from time-to-time, is hereby incorporated herein by reference as if set out in full herein.

11.3 Any contract or other transaction which is fair and reasonable to the Company between the Company and one or more of its Members, or between the Company and any firm of which one or more of its Members are members or employees, or in which they are financially interested, or between the Company and any company or association of which one or more of its Members are shareholders, members, directors, officers, or employees, or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of the person at the meeting of the Members of the Company or any committee thereof that acts upon, or in reference to, the contract or transaction if either (a) the fact of such interest shall be disclosed or known to the Members, or such committee, as the case may be, and the Members or such committee shall, nevertheless, authorize or ratify the contract or transaction or (b) the fact of

such relationship or interest is disclosed to the Members entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent. The interested Members shall not be counted in determining whether a quorum is present and shall not be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a Member of the Company is hereby relieved from any liability that might otherwise arise by reason of his or her contracting with the Company for the benefit of himself or herself or any firm or company in which he or she may be in any way interested.

11.4 These Articles of Organization may be amended, altered, or repealed from time to time in the manner now or hereafter prescribed in these Articles of Organization, the Operating Agreement, or as permitted by the Law.

**IN WITNESS WHEREOF**, the undersigned, as the Organizer of the Company, has executed these Articles of Organization on this the 4<sup>th</sup> day of October, 2012.

  
\_\_\_\_\_  
Timothy M. Fulmer

**THIS INSTRUMENT PREPARED BY:**  
Timothy M. Fulmer  
Natter & Fulmer, P.C.  
3800 Colonnade Parkway – Suite 450  
Birmingham, Alabama 35243  
(205) 968-5300

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:

**Largewood, LLC**

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Timothy M. Fulmer, 3800 Colonnade Parkway, Suite 450, Birmingham, AL 35243 for a period of one hundred twenty days beginning October 1, 2012 and expiring January 29, 2013.



612-141

**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.**

October 1, 2012

Date

*Beth Chapman*

Beth Chapman

Secretary of State



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