

**THIRD AMENDED ARTICLES OF ORGANIZATION  
OF  
JEB AVILATION L.L.C.**

Pursuant to the Provisions of Act No 93-724 of the 1993 Alabama Legislature, the Undersigned hereby adopt the following Amended Limited Liability Company Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is:

**JEB AVIATION L.L.C.**

hereinafter referred to in these Articles of Organization as the "Company."

**ARTICLE II  
DURATION**

The period of its duration is perpetual; provided however, that the Company shall cease to exist upon the winding up of its affairs and its dissolution in accordance with Section 37 of the Alabama Limited Liability Company Act (the "Act").

**ARTICLE III  
PURPOSES**

The purpose for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Act, including, without limitation, the following:

- a. To acquire, own, sell, exchange, mortgage, lease, operate, develop, improve, renovated, repair and service, or otherwise deal in aircraft, the aviation industry, and/or the instruction of student pilots in the aviation industry.
- b. To accomplish any lawful business whatsoever or which shall at any time appear to be conducive to or expedient for the protection or benefit of the Company or its property.

- c. To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Act or under the laws of any jurisdiction in which the Company may conduct its business.
- d. To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

#### **ARTICLE IV REGISTERED AGENT/OFFICE**

The location and street address of the initial registered office shall be:

**1519 Arrowhead Trail**

**Alabaster, AL 35007**

and its registered agent at such address shall be:

**John Edward Barnes**

#### **ARTICLE V MEMBERS**

The names and addresses of the Members are:

**John Edward Barnes**

**1519 Arrowhead Trail**

**Alabaster, AL 35007**

**Anne L. Barnard**

**199 Narrows Creek Dr.**

**Birmingham, AL 35242**

#### **ARTICLE VI OPERATING AGREEMENT**

The members of the Company may adopt an Operating Agreement, by unanimous vote of the members. The Company shall be operated and governed in accordance with

the terms and conditions set forth in the Operating Agreement. The Operating Agreement may be amended from time to time upon a vote of a majority of the members.

## **ARTICLE VIII**

### **ADMISSION OF ADDITIONAL MEMEBERS**

The members of the company shall have the right to admit additional members to the Company in accordance with the terms and conditions set forth in the Operating Agreement of the Company.

## **ARTICLE IX**

### **CESSATION OF MEMBERSHIP**

The circumstances under which cessation of membership of one or more members will result in the dissolution of the Company as described in the Operating Agreement of the Company.

## **ARTICLE X**

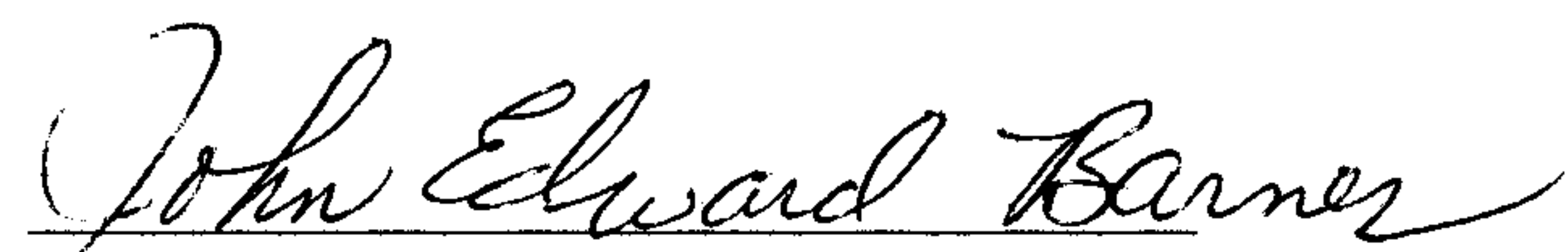
### **OTHER PROVISIONS**

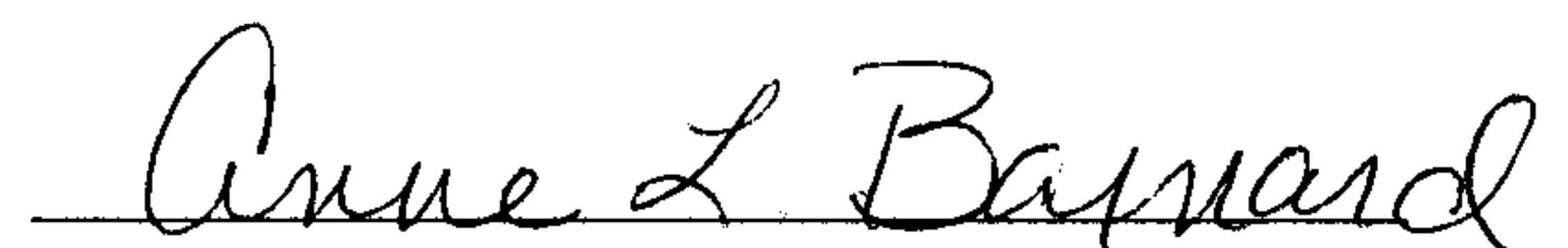
The ownership in the Limited Liability Company is to be allocated as follows:

**John Edward Barnes 50%**

**Anne L. Barnard 50%**

IN WITNESS THEREOF, the undersigned members have executed these Amended Articles of Organization, on this, the \_\_\_\_ day of October, 2012.

  
John Edward Barnes

  
Anne L. Barnard

STATE OF ALABAMA  
SHELBY COUNTY

Before me, Blaine Gayle Gough a Notary Public in and for  
the said county and state, personally appeared John Edward Barnes, and being known to  
me upon oath verifies and affirms that the statements contained herein are true and that  
he signed these Articles of Organization in his capacity as Member of the JEB L.L.C. this  
5 day of October, 2012.

Blaine Gayle Gough  
Notary Public


MY COMMISSION EXPIRES JUNE 10, 2014

STATE OF ALABAMA  
SHELBY COUNTY

Before me, Blaine Gayle Gough a Notary Public in and for  
the said county and state, personally appeared Anne L. Barnard, and being known to me  
upon oath verifies and affirms that the statements contained herein are true and that she  
signed these Articles of Organization in her capacity as Member of the JEB L.L.C. this  
5 day of October, 2012.

Blaine Gayle Gough  
Notary Public

MY COMMISSION EXPIRES JUNE 10, 2014

  
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Shelby Cnty Judge of Probate, AL  
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