

This Instrument Prepared .
JOEL C. WATSON ATTORNEY
1240 1ST St. N.
ALABASTER, AL. 35007

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF ORGANIZATION
OF
MONTEVALLO THRIFT STORE, L.L.C.

The undersigned, acting as the organizers of a limited liability company under the Alabama Limited Liability Company Act, Code of Alabama, 1975, Title 10, Chapter 12, as the same may be amended from time to time, hereby adopt the following Articles of Organization for MONTEVALLO THRIFT STORE, L.L.C. (the "limited liability company"):

ARTICLE ONE
NAME


The name of the limited liability company is MONTEVALLO THRIFT STORE, L.L.C.

ARTICLE TWO
PERIOD OF DURATION

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company's Operating Agreement, or, if there is no provision in an Operating Agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Limited Liability Company Act.

ARTICLE THREE
PURPOSE

The business of the limited liability company shall be, to the extent permitted by law, (1) to have and exercise all powers set forth in Code of Alabama, 1975, Section 10-12-4, as the same may be amended from time to time; and (2) to engage in any lawful business or other activity, whether or not related or incidental to any of the foregoing activities.


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ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of the initial registered office is PO BOX 56 WITH A PHYSICAL ADDRESS OF 640 VINE ST. MONTEVALLO, AL 35115, and the name of the initial registered agent of the limited liability company at such address is RITA KAY.

ARTICLE FIVE
INITIAL MEMBERS

The names and mailing addresses of the initial members of the limited liability company are:

RITA KAY	PO BOX 56 MONTEVALLO, AL 35115
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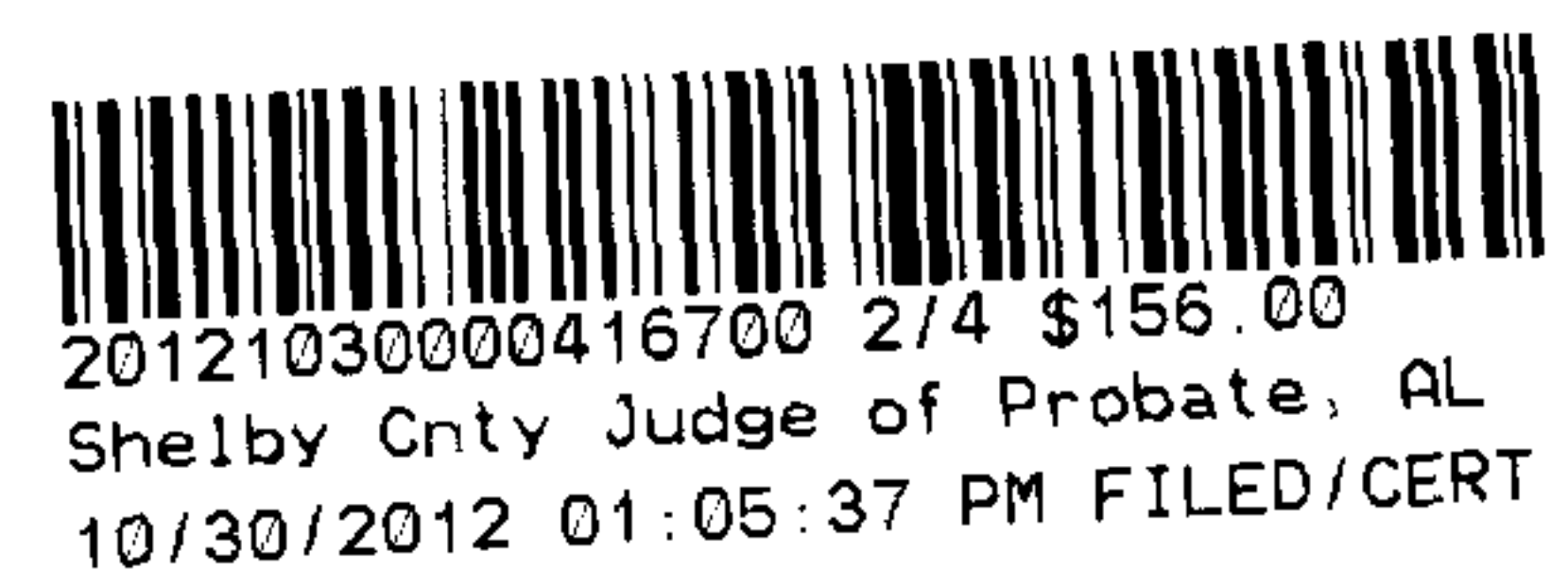
ARTICLE SIX
ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the terms of the limited liability company's Operating Agreement, if any. If the limited liability company does not have an Operating Agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

ARTICLE SEVEN
CONTINUATION OF THE BUSINESS

The remaining members of the limited liability company shall continue the legal existence and business of the limited liability company after an event of dissociation terminates the continued membership of a member in the limited liability company if:

- (a) There are at least two remaining members, or there is at least one remaining member and a new member is admitted; and
- (b) The legal existence and business of the limited liability company is continued by the written consent of all of the remaining members within



90 days after the occurrence of the event of dissociation.

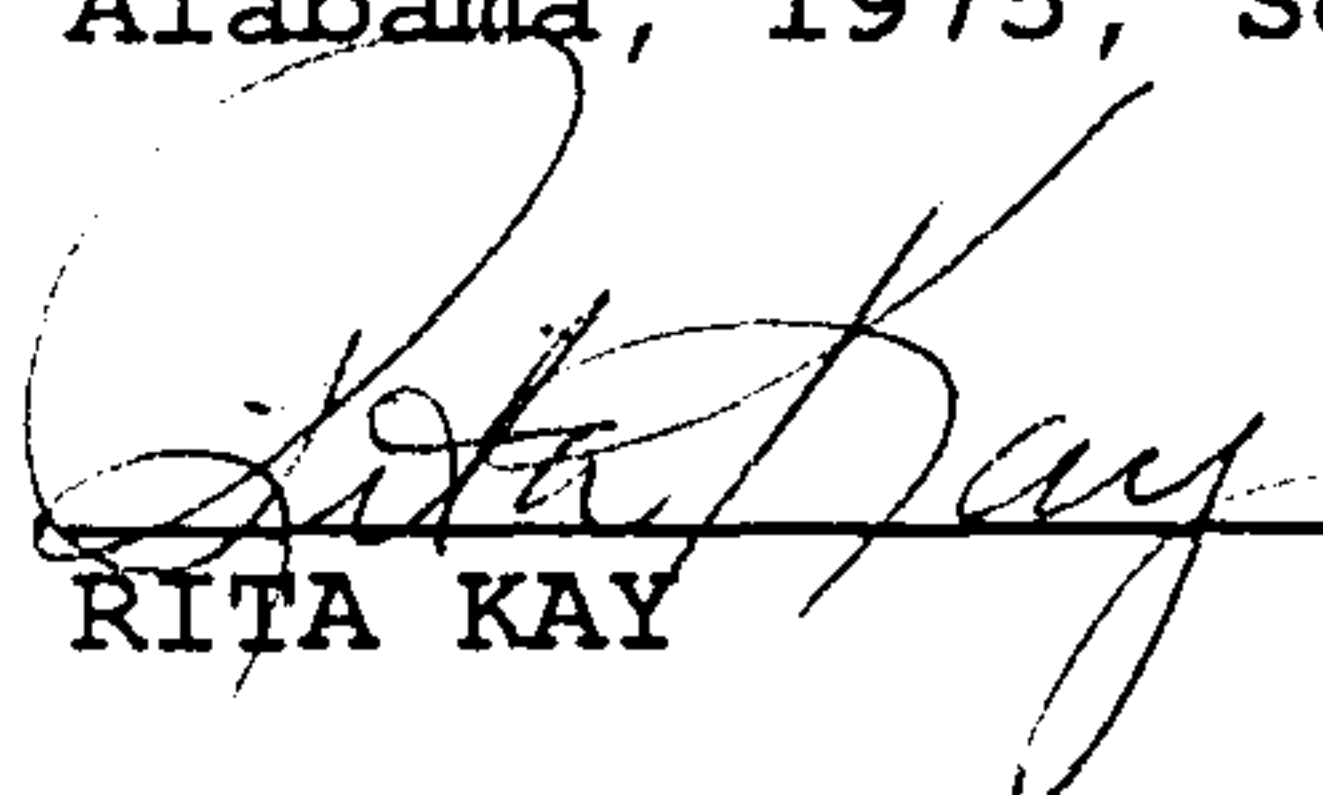
ARTICLE EIGHT
MANAGEMENT

The management of the limited liability company is vested in the members. Subject to any provisions in an Operating Agreement of the limited liability company, or the provisions of Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business or affairs of the limited liability company and to make all decisions with respect thereto.


ARTICLE NINE
AMENDMENT OF ARTICLES OF ORGANIZATION

The Articles of Organization may be amended by the written consent of all members of the limited liability company.

IN WITNESS WHEREOF RITA KAY has executed these Articles of Organization and affixed their seals as the initial members, all as of the 29th day of October, 2012, and they affirm that the facts herein are true under penalties for perjury prescribed by Code of Alabama, 1975, Section 13A-10-103 or its successor.

 (SEAL
RITA KAY

____ (SEAL)


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Beth Chapman
Secretary of State

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

STATE OF ALABAMA

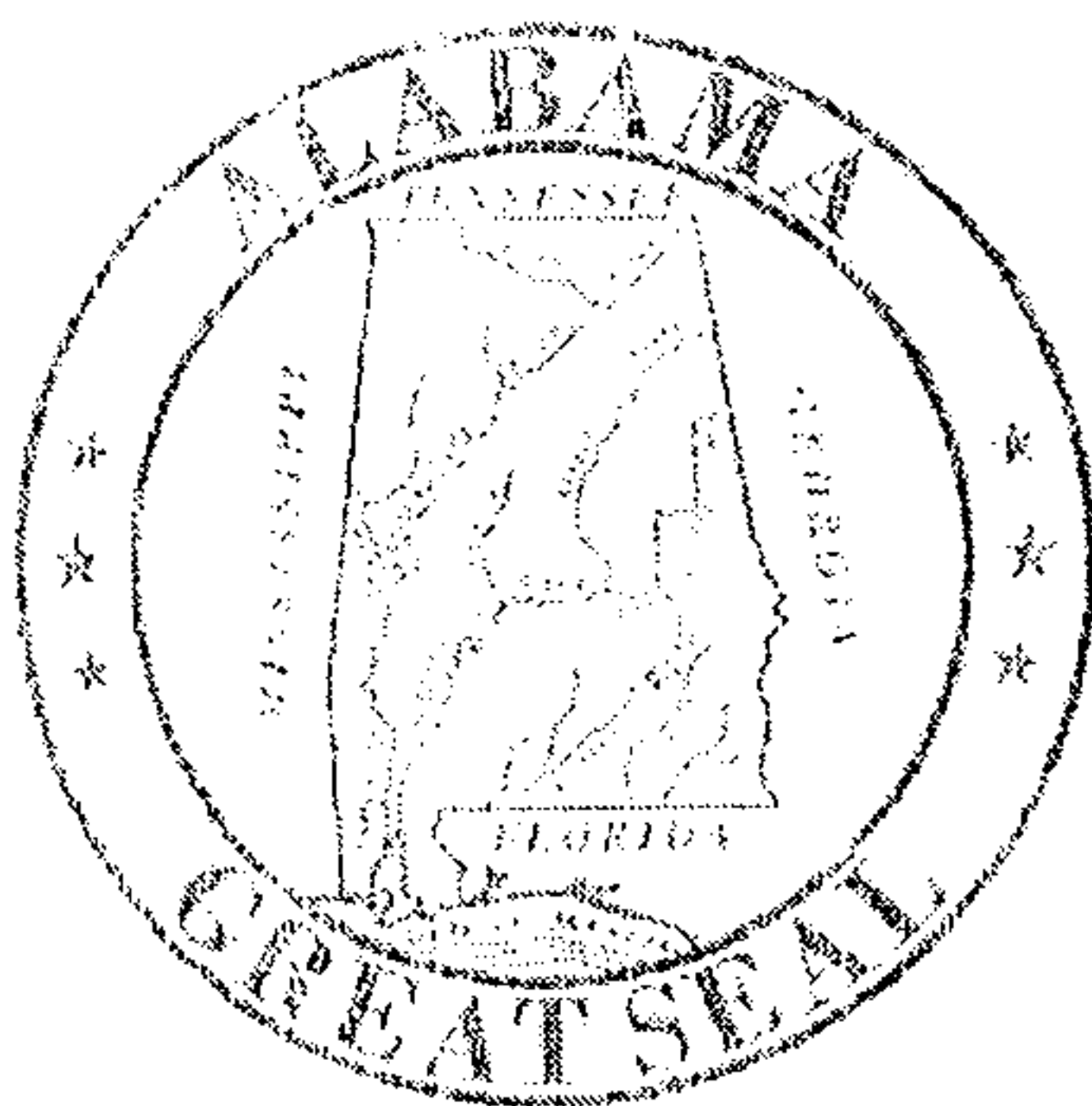
**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

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:

MONTEVALLO THRIFT STORE, LLC.

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of JOEL C. WATSON, 1240 1ST. ST. N. SUITE 102,
ALABASTER, AL 35007 for a period of one hundred twenty days beginning
October 24, 2012 and expiring February 22, 2013.

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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.**

October 24, 2012

Date

Beth Chapman

613-568

Beth Chapman

Secretary of State