

ARTICLES OF ORGANIZATION OF  
DIEGUEZ FAMILY, LLC

Pursuant to the Provisions of Section 10-A, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I  
*Name*

The name of the limited liability company is DIEGUEZ FAMILY, LLC.

ARTICLE II  
*Duration*

The Company shall have a perpetual duration from the date of organization, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Business and Nonprofit Entity Code (the "Act").

ARTICLE III  
*Purposes*

The purposes for which the Company is formed are:

- (a) To invest and manage its assets to make a profit, increase wealth, and provide a means for the Members to become knowledgeable of, manage and preserve Members' assets. It is the intent of the Members that the Company focuses primarily on long-term application of its underlying assets. By doing so, it is anticipated that the Company will achieve rates of return in excess of those attainable by the Members in their individual capacities. The Company also serves the following functions: (i) provides resolution of any disputes which may arise among the Members in order to preserve harmony and avoid the expense and problems of litigation; (ii) maintains control of Members' assets; (iii) consolidates fractional interests in Members' assets; (iv) increases Members' wealth; (v) continued the ownership of Members' assets and restricts the right of non-related persons to acquire interest in Members' assets; (vi) provides protection for Members' assets from claims of future creditors against Members'; (vii) prevents the transfer of Members' interest in the Company as a result of a failed marriage; (viii) provides flexibility in business planning not available through trusts, corporations or other business entities; (ix) facilitates the administration and reduction of the cost associated with the disability or probate of the estate of a Member and (x) promotes the Members' knowledge of and communication about Company Property.
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting,

bookkeeping and other services of every nature, kind and character, which it may legally render;

- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporation, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (g) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (h) To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

#### ARTICLE IV


##### *Registered Office; Registered Agent*

The location and street address of the initial registered agent of the Company shall be Miguel A. Dieguez, Jr. and its registered office address shall be 2629 Buttewoods Drive, Birmingham, Alabama 35242.

#### ARTICLE V

##### *Initial Members*

The names and addresses of the initial members are:

  
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Miguel A. Dieguez, Jr.  
2629 Buttewoods Drive  
Birmingham, Alabama 35242

Bertha A. Dieguez  
2629 Buttewoods Drive  
Birmingham, Alabama 35242

## ARTICLE VI

### *Admission of Additional Members*


Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

## ARTICLE VII

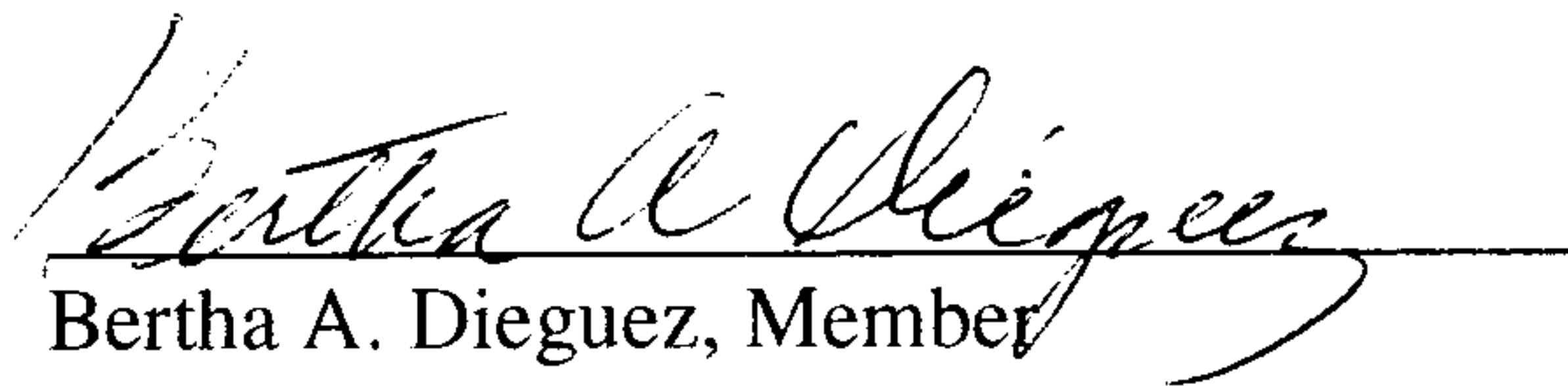
### *Cessation of Membership*

The cessation of membership of one or more members will not result in the dissolution of the Company.


IN WITNESS WHEREOF, these Articles have been subscribed as of the 10<sup>th</sup> day of December, 2012 by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.



Miguel A. Dieguez, Jr., Member



Bertha A. Dieguez, Member



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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:

**Dieguez Family, LLC**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of Miguel A. Dieguez, Jr., 2629 Buttewoods Drive,  
Birmingham, AL 35242 for a period of one hundred twenty days beginning  
December 12, 2012 and expiring April 12, 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.**

December 12, 2012

Date

*Beth Chapman*

616-473

Beth Chapman

Secretary of State