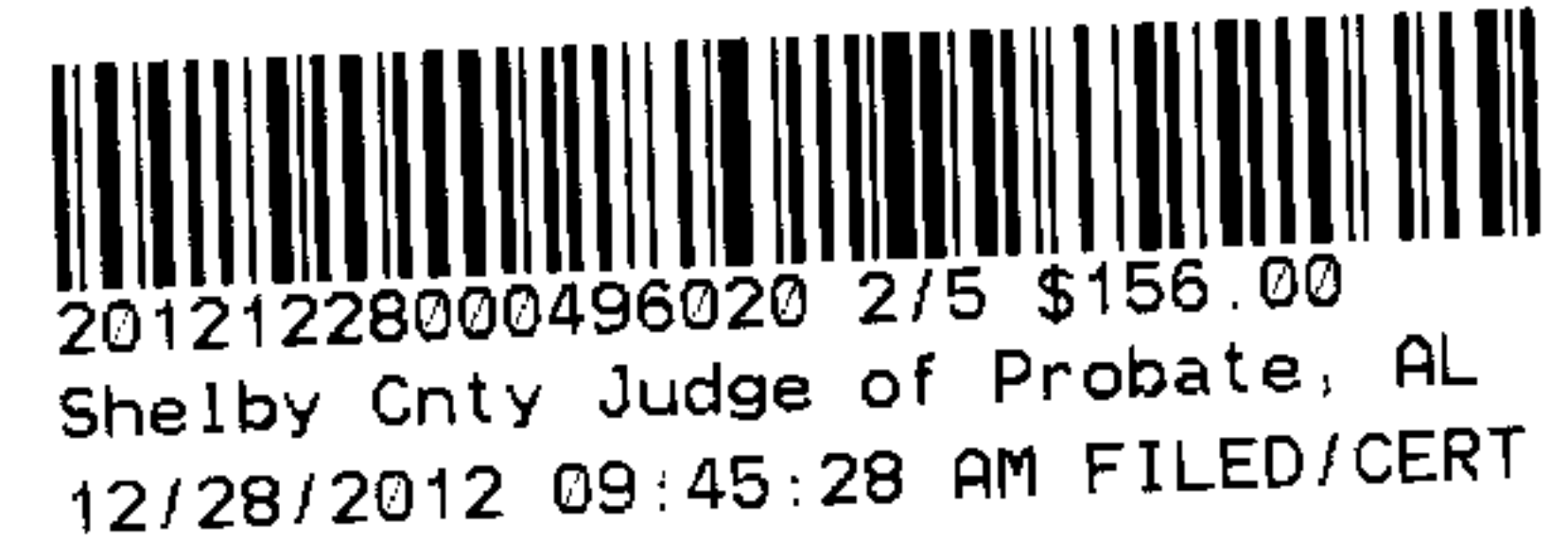


time; and (3) to engage in any lawful business or other activity, related or incidental to any of the foregoing activities.

**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office is 300 Cahaba Park Circle, Suite 100, Birmingham, Alabama 35242 and the name of the initial registered agent of the Limited Liability Company at such address is Charles H. Moses, III.

**ARTICLE FIVE
ORGANIZER**



The name and address of the organizer is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles H. Moses, III	300 Cahaba Park Circle, Suite 100 Birmingham, AL 35242

**ARTICLE SIX
INITIAL MEMBERS**

The names and mailing addresses of the initial members of the Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
Louis P. Locke, Jr., as Trustee of the Louis P. Locke Trust	1809 Canton Road Vestavia Hills, AL 35216

**ARTICLE SEVEN
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 EIGHT
CONTINUATION OF THE BUSINESS**

In the event there are no remaining members, and except as otherwise provided in the Limited Liability Company Operating Agreement, if any, the Limited Liability Company shall be dissolved and its affairs shall be wound up unless:

(a) the holders of all of the financial rights in the Limited Liability Company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members;
or

(b) The legal existence and business of the Limited Liability Company is continued and one or more new members are appointed in the manner stated in an operating agreement of the Limited Liability Company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

**ARTICLE NINE
MANAGEMENT**

The management of the Company is vested in its Members. The address of the initial sole Member is 1809 Canton Road, Vestavia Hills, AL 35216. Subject to any provisions in an operating agreement of the Company, or the provisions of the Alabama Limited Liability Company Law 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 TEN
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended only by the unanimous vote or written consent of all of the members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as the organizer, all as of the 27th day of December, 2012, and affirms that the

facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.



Charles H. Moses, III, ORGANIZER

This Instrument Prepared By:
Charles H. Moses, III
MOSES & MOSES, P.C.
300 Cahaba Park Circle, Suite 100
Birmingham, AL 35242
205-967-0901 telephone
205-967-0942 fax



20121228000496020 4/5 \$156.00
Shelby Cnty Judge of Probate, AL
12/28/2012 09:45:28 AM FILED/CERT

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

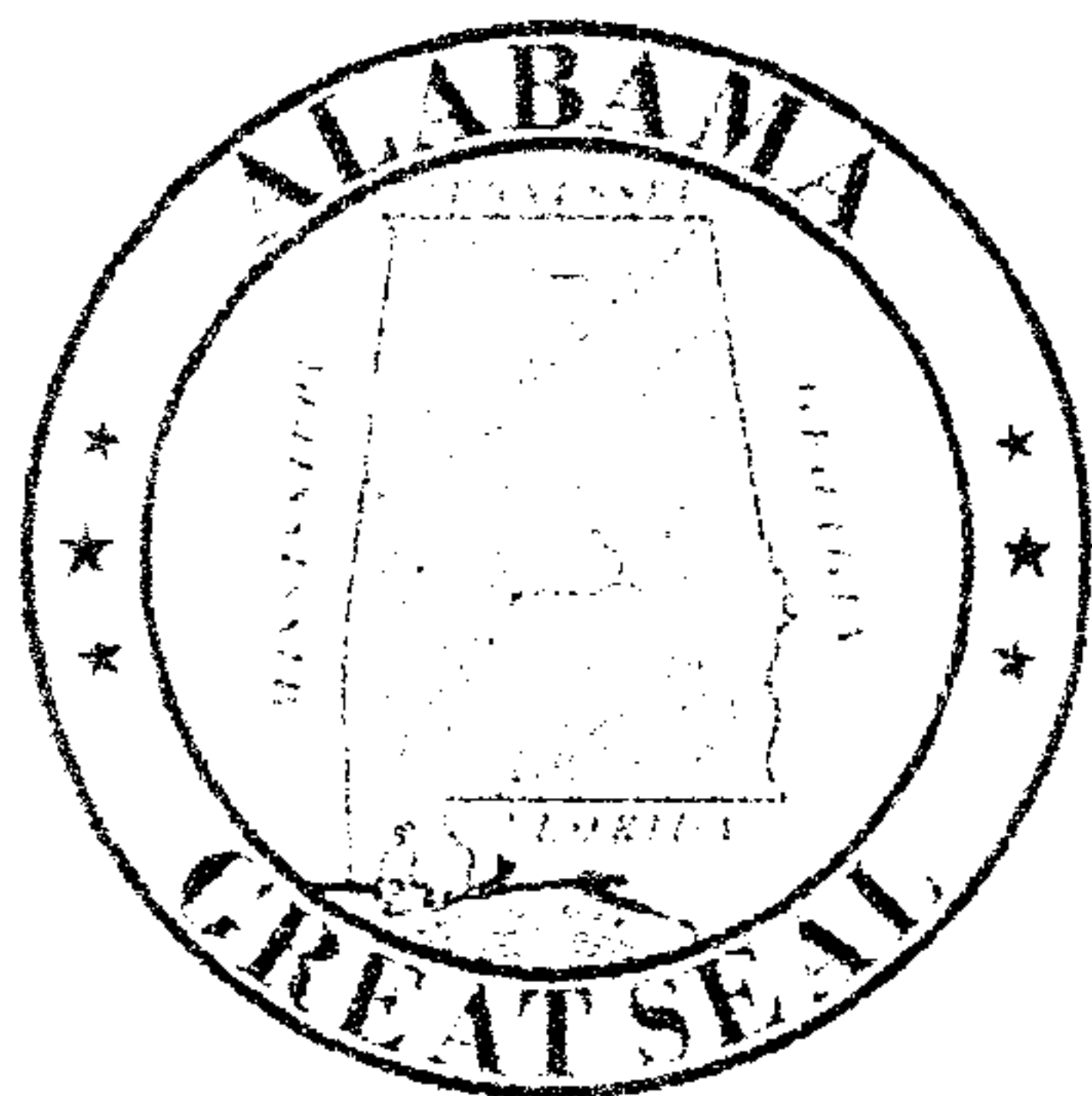
pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Latch II, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Charles H Moses III, 300 Cahaba Park Cir Ste 100, Birmingham , AL 35242 for a period of one hundred twenty days beginning December 20, 2012 and expiring April 20, 2013.



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Shelby Cnty Judge of Probate, AL
12/28/2012 09:45:28 AM FILED/CERT



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 20, 2012

Date

Beth Chapman

617-101

Beth Chapman

Secretary of State