


STATE OF ALABAMA)
SHELBY COUNTY)


20121228000497100 1/4 \$156.00
Shelby Cnty Judge of Probate, AL
12/28/2012 01:23:55 PM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
CAROL'S GLUTEN FREE OVEN, LLC**

The undersigned, for the purpose of forming a limited liability company under the Alabama Limited Liability Company Law, Title 10, Chapters 1 (to the extent applicable to limited liability companies) and 5 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Law"), hereby files the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

NAME

The name of this limited liability company (the "Limited Liability Company") shall be:

CAROL'S GLUTEN FREE OVEN, LLC

ARTICLE II

DURATION

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

ARTICLE III

PURPOSES

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(a) To conduct a wholesale and retail bakery business including buying, manufacturing, and selling a variety of baked goods and to do all things necessary, convenient or incidental to the care and preparation for burial and/or to the burial of the remains of the persons and all other related services and activities;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose

of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any entity of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV

REGISTERED AGENT/OFFICE

The location of the initial registered office of the Limited Liability Company shall be 1208 Braemer Court, Birmingham, Alabama 35242, and its registered agent at such address shall be Carol Key.

ARTICLE V

MEMBERS

The name and address of the sole initial member (the "Members") of the Limited Liability Company is:

MEMBER

Carol Key

ADDRESS

1208 Braemer Court
Birmingham, Alabama 35242

ARTICLE VI

ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon and subject to the terms and conditions of the Limited Liability Company's Operating Agreement.

ARTICLE VII

DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP

The cessation of membership of the sole Member for any reason shall cause the dissolution of the Limited Liability Company.

ARTICLE VIII

MANAGEMENT

Management is vested in the Member of the Limited Liability Company.

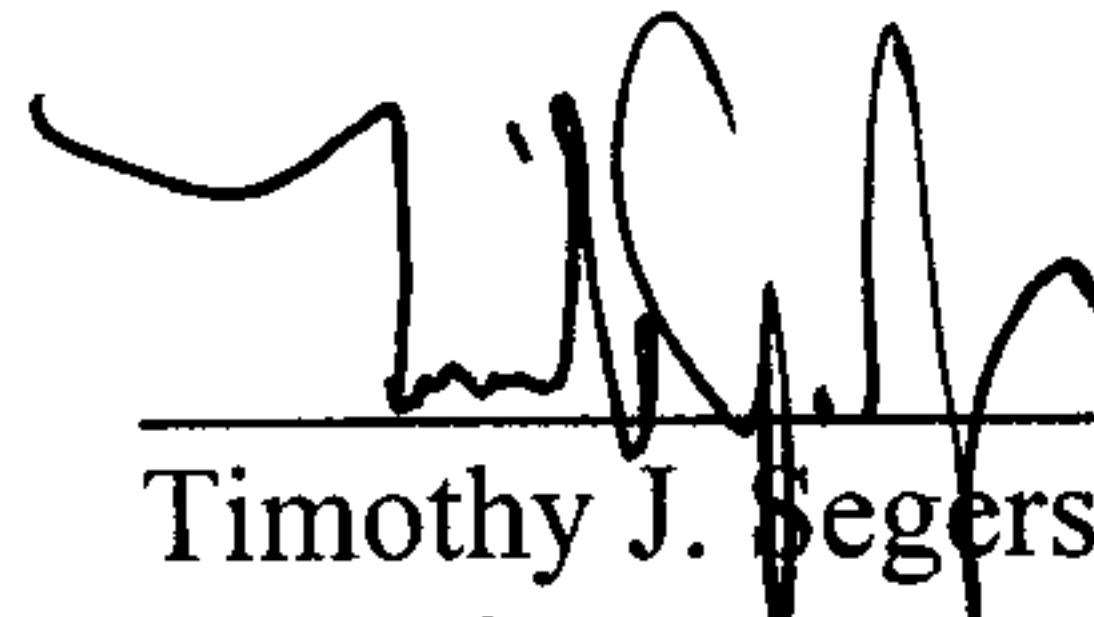
ARTICLE IX

ORGANIZER

The name and address of the Organizer of the Limited Liability Company is:

Timothy J. Segers
P.O. Box 306
Birmingham, Alabama 35201


IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization, on this the 26th day of December 2012.



Timothy J. Segers
Organizer

THIS DOCUMENT WAS PREPARED BY:

Timothy J. Segers
Balch & Bingham LLP
Post Office Box 306
Birmingham, Alabama 35201


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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:

Carol's Gluten Free Oven, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Cathy Crittenden, PO Box 306, Birmingham, AL 35201
for a period of one hundred twenty days beginning December 12, 2012 and
expiring April 12, 2013.



616-511

**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

Beth Chapman

Secretary of State



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