

STATE OF ALABAMA

**DOMESTIC LIMITED LIABILITY COMPANY
AMENDMENT TO FORMATION/ORGANIZATION**

PURPOSE: In order to amend a Limited Liability Company's (LLC) Certificate of Formation/Articles of Organization under Section 10A-1-3.13 and 10A-5-2.03 of the Code of Alabama 1975 this Amendment and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the LLC was initially formed/ incorporated.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fee to the Office of the Judge of Probate in the county where the LLC's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the **Secretary of State for the state filing fee of \$50.00 for standard processing or \$150.00 if expedited processing within 3 business days of receipt by the Office of the Secretary of State is requested (10A-1-4.31)** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Amendment to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your Amendment will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



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Shelby Cnty Judge of Probate, AL
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(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the Limited Liability Company from the Certificate of Formation/Articles of Organization:

Shelby Printing LLC

2. The date the Certificate of Formation was filed in the county: 06 / 19 / 1996 (format MM/DD/YYYY)

3. Alabama Entity ID Number (Format: 000-000): 654 - 143 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

(For SOS Use Only)

This form was prepared by: (type name and full address)

Kevin C. Phillips
5285 Sunny Meadows Drive
Birmingham, AL 35242

DOMESTIC LIMITED LIABILITY COMPANY AMENDMENT

4. The titles, dates, and places of filing of any previous Amendments: Amendment to the Articles of Organization

10/23/2007 Judge of Probate Shelby County AL.

Attach a listing if necessary.

[Instruction on Amendment completion: Be very specific about what must be changed if you are amending existing information. If the amendment includes a name change, a copy of the Name Reservation form issued by the Office of Secretary of State **must** be attached.

Registered agents and registered agent addresses are changed by filing a Change Of Registered Agent Or Registered Office By Entity form directly with the Office of the Secretary of State (the new agent's signature is required agreeing to accept responsibility). You may file the information as a Amendment also, but the change form must be on file with the Secretary of State per 10A-1-3.12(a)(2) to effect the change in the public records database.]

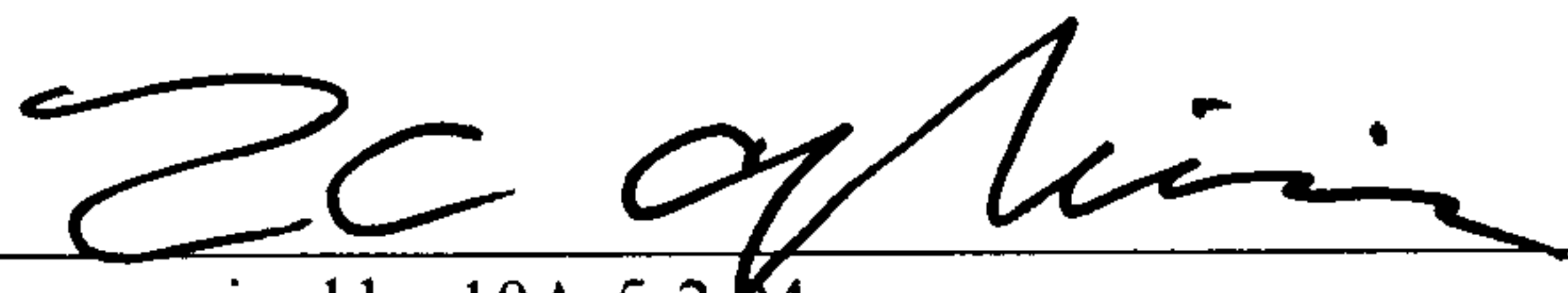
5. The following amendment was adopted on 01 / 11 / 2013 (format MM/DD/YYYY):

Change of Address Only: Shelby Printing LLC 2967 Pelham Parkway Pelham AL 35124

☐ Additional Amendments and the dates on which they were adopted are attached.

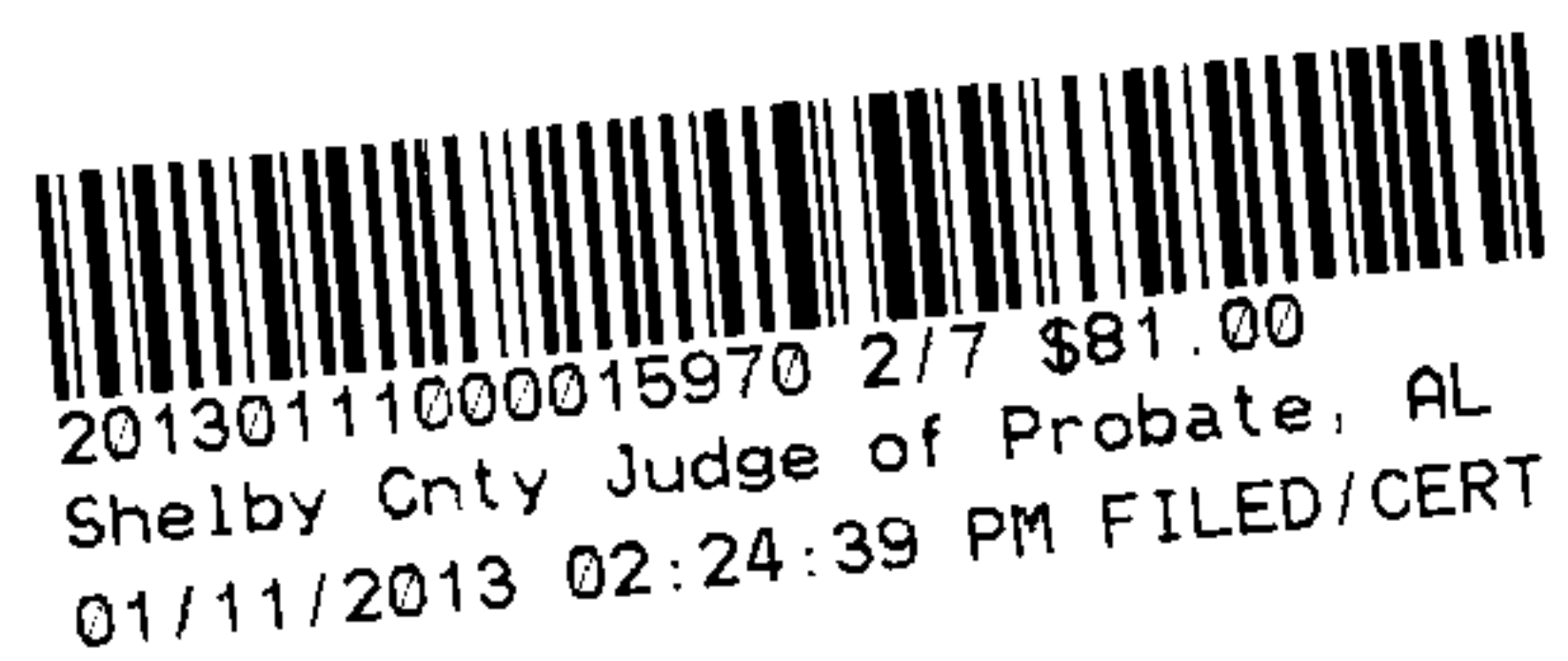
6. The undersigned authorized signature certifies that the amendment or amendments have been approved in the manner required by Title 10A of the *Code of Alabama* of 1975 and the governing documents of this entity.

01 / 11 / 2013
Date (MM/DD/YYYY)


Signature as required by 10A-5-2.04

Kevin C. Phillips
Typed Name of Above Signature

President
Typed Title/Capacity to Sign under 10A-5-2.04



ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF
SHELBY PRINTING, L.L.C.

Pursuant to Ala. Code § 10-12-11 of the Alabama Limited Liability Company Act, the undersigned hereby adopts the following Articles of Amendment to the Articles of Organization of **Shelby Printing, L.L.C.**

ARTICLE I

The name of the limited liability company shall be **Shelby Printing, L.L.C.**

ARTICLE II

The date of filing of the original Articles of Organization is June 19, 1996.

ARTICLE III

The following amendment to the Article of Organization was adopted in the manner provided for by the Alabama Limited Liability Act.

That the initial members, Tien M. Le and Jonathan M. Phillips, having resigned and transferred their interest in **Shelby Printing, L.L.C.** to Kevin C. Phillips of 5285 Sunny Meadows Drive, Birmingham, Alabama 35242, the Articles of Organization are hereby amended to reflect that Kevin C. Phillips is the sole member of **Shelby Printing, L.L.C.** and is serving as the manager of said organization.

ARTICLE IV

The above Amendment, consistent with the Limited Liability Company Act was approved by a majority vote of the members entitled to vote, or in accordance with the requirements set forth in the Articles of Organization and prescribed by Law.

10/23/07
Date

Kevin C. Phillips
Kevin C. Phillips
Managing Member

This instrument prepared by:
William Kent Upshaw
Attorney at Law
COMER & UPSHAW, LLP
2107 Second Avenue North
Birmingham, Alabama 35203
(205) 250-7670

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ARTICLES OF ORGANIZATION

OF

SHELBY PRINTING, L.L.C.

We, the undersigned, pursuant to the Alabama Limited Liability Company Act, hereby adopt the following Articles of Organization for a limited liability company:

ARTICLE I
NAME

The name of the limited liability company is Shelby Printing, L.L.C. (the "Company").

ARTICLE II
DURATION

The Company shall dissolve, and its period of duration shall end, twenty-five (25) years from the date these Articles of Organization are filed with the Probate Judge of Shelby County, Alabama.

ARTICLE III
PURPOSE

The Company is organized for the following purposes:

- (a) To engage in the business of commercial printing, which includes the production and sale of printed matter, and to do all acts incident to such purpose.
- (b) To engage in the business of a commercial printing broker, which includes solicitation of orders for the sole purpose of sending said orders to other printing facilities, and to do all acts incident to such purpose.
- (c) To do such other acts and take such other actions not in contravention of law as the members may from time to time deem appropriate.
- (d) To purchase, otherwise acquire, hold and sell for investment purposes real and personal property and make other real and personal (or mixed) property investments, of every character and nature and wherever situated, as the members shall determine.
- (e) To borrow money and issue notes and other evidences of indebtedness, and to secure the payment or performance of its obligations by mortgage, deeds of trust, pledge, or otherwise.
- (f) To lend money with or without security, including but not limited to the security of mortgages, deeds of trust, pledges, or other hypothecations of real and personal property.
- (g) To draw, make, accept, endorse, discount, execute or issue promissory notes, drafts, bills of exchange, warrants, and other negotiable or transferable instruments.

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- (h) To enter into and make, perform and carry out contracts of every kind and description made for lawful purposes, without limit as to amount, with any person, firm, association, limited liability company, or corporation, either public or private.
- (i) To have one or more offices and to carry on all or any of the objects and purposes herein enumerated, and to conduct the business of the Company in any of the states of the United States of America, the District of Columbia, the territories of the United States, and foreign countries.
- (j) To do business under fictitious or assumed names; to act as agent or principal; to become a member of a limited liability company, joint venture, association, general or limited partnership, trust, or any other form of business organization, or a stockholder in a corporation, by purchase, investment, affiliation or otherwise.
- (k) To carry on any other lawful business permitted by Alabama law and to perform all acts in furtherance thereof.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The location and street address of the initial registered office of the Company shall be 2969-Z Pelham Parkway, Pelham, Alabama, 35124, and the name of the initial registered agent at such address shall be Kevin C. Phillips.

ARTICLE V
INITIAL MEMBERS

The names and addresses of the initial members of the Company are as follows:

<u>Name</u>	<u>Address</u>
Kevin C. Phillips	5285 Sunny Meadows Drive Birmingham, Alabama 35242
Tien M. Le	P.O. Box 19612 Birmingham, Alabama 35219
Jonathan M. Phillips	3203-D Spring Aire Court Hoover, Alabama 35216

ARTICLE VI
ADDITIONAL MEMBERS

Additional members may be admitted by the members as provided in the Operating Agreement.

ARTICLE VII
CONTINUATION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the

continued membership of a member in the Company, the remaining members may unanimously agree to continue the business of the Company as provided in the Operating Agreement.

ARTICLE VIII MANAGEMENT

The Company shall be managed by one or more managers. The name and address of the manager who shall serve until the first annual meeting of members or until his successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Kevin C. Phillips	5285 Sunny Meadows Drive Birmingham, Alabama 35242

ARTICLE IX INDEMNITY

(a) Right to Indemnity. Every person who was or is a party, or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person to whom he is the legal representative is or was a manager or member of the Company, or is or was serving at the request of the Company as a manager of another limited liability company, or as a director, officer or representative in a corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Alabama from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such managers, members or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any operating agreement or other agreement, vote of members, provision of law, or otherwise, as well as their rights under this Article.

(b) Expenses Advanced. Expenses of managers and members incurred in defending a civil or criminal action, suit or proceeding by reason of any act or omission of such managers or members acting as a manager or member shall be paid by the Company as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of any undertaking by or on behalf of the manager or member to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Company.

(c) Operating Agreement; Insurance. Without limiting the application of the foregoing, the members may adopt a provision in the operating agreement from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Alabama, and may cause the Company to purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a manager or member of the Company, or who is or was serving at the request of the Company as a member or manager of another limited liability company, or as its representative in a corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, to the fullest extent permitted by the laws of the State of Alabama, whether or not the Company would have the power to indemnify such person.



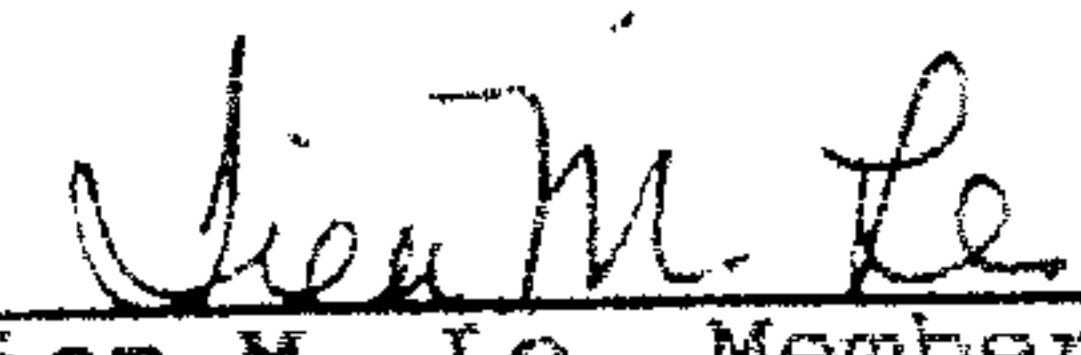
The indemnification and advancement of expenses provided in this Article shall continue for a person who has ceased to be a member, manager, employee or agent, and inures to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X
RETURN OF CONTRIBUTIONS

A member may only demand cash in return for his or its contribution to capital, but the Company may require a member to accept cash, property, promissory notes or any combination thereof in return for the member's contribution of capital.

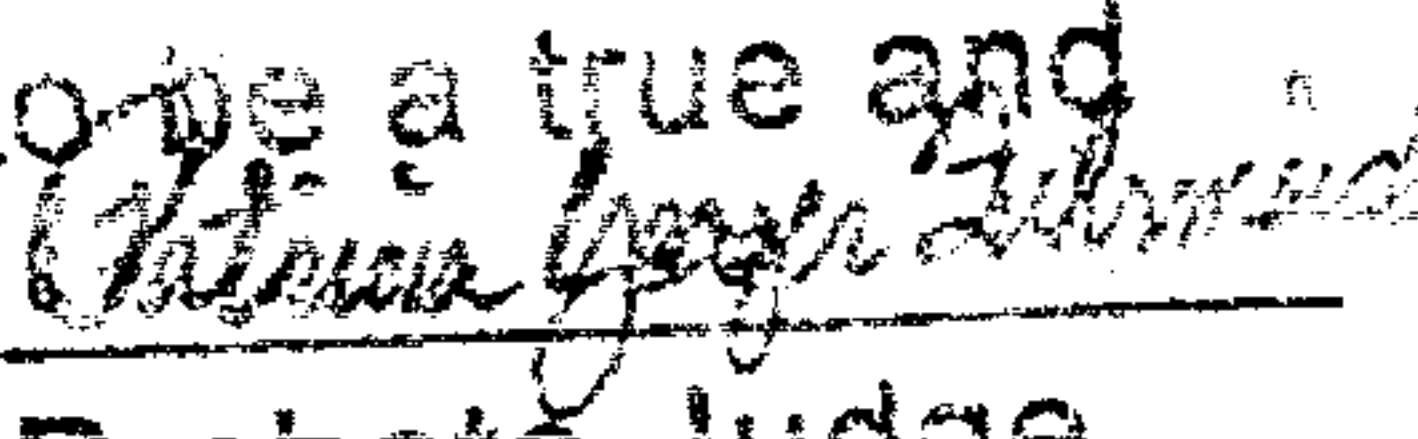
IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on this, the 17th day of June, 1996.


Kevin C. Phillips, Member


Tien M. Le, Member


Jonathan M. Phillips, Member

This instrument prepared by:
William Kent Upshaw
HOLT, COOPER & UPSHAW
205 North 20th Street, Suite 1020
Birmingham, Alabama 35203

I certify this to be a true and
correct copy 
6/19/96 Probate Judge
Shelby County


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