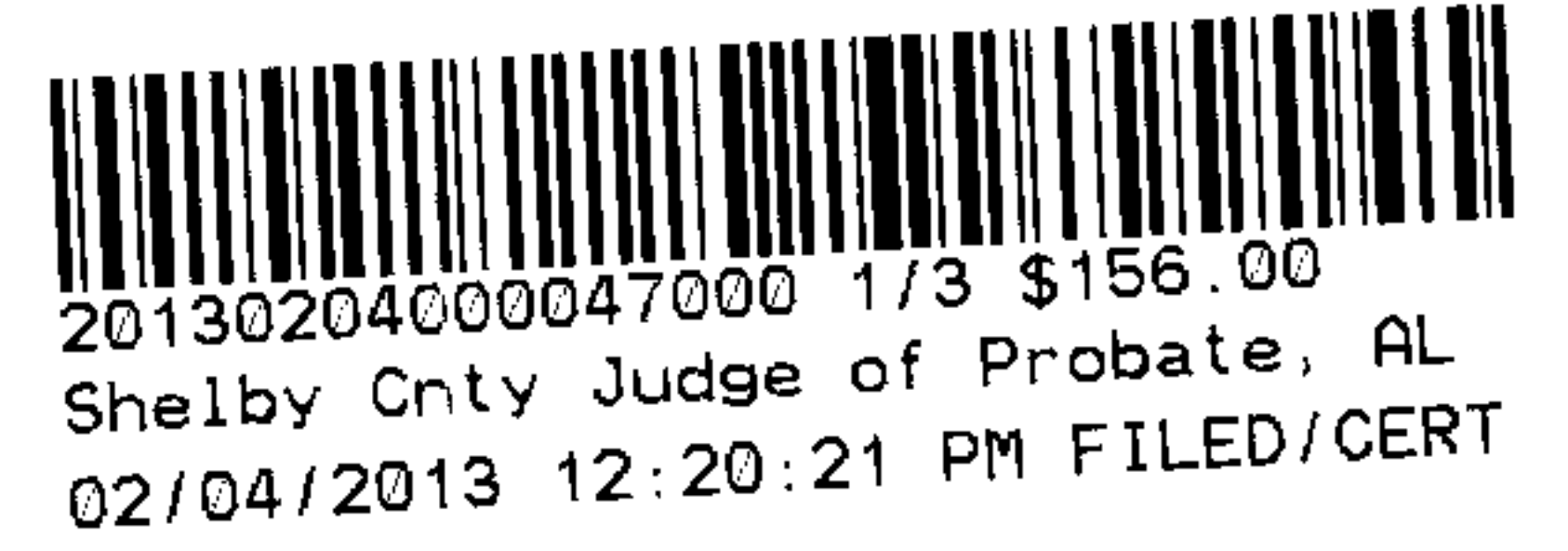


ARTICLES OF ORGANIZATION
OF
SOUTHEASTERN POOL DEPOT, LLC



The undersigned, for the purpose of forming a limited liability company under the Alabama Limited Liability Company Act and any act amendatory thereof, supplementary thereto, or substituted therefore (hereinafter known as the "Act"), do hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE ONE
NAME

The name of the limited liability company is **Southeastern Pool Depot, LLC** (hereinafter known as the "Company").

ARTICLE TWO
DURATION

The period of duration of the Company shall be perpetual from the date of the filing of these Articles of Organization. The Company shall remain in existence until it is dissolved in accordance with the provisions of the Operating Agreement, or, if there is no provision in the Operating Agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act.

ARTICLE THREE
PURPOSES

The purposes for which the Company is organized are as follows:

1. To engage in any or all lawful business for which limited liability companies may be organized under the Act.

ARTICLE FOUR
REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Company for purposes of service of process within the State of Alabama will be at 311 Plum Drive, Calera, AL 35040. The initial registered agent for purposes of service of process within the State of Alabama at the foregoing address will be Charles Lynn Bush.

**ARTICLE FIVE
INITIAL MEMBERS**

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

Charles Lynn Bush
311 Plum Drive
Calera, AL 35040

**ARTICLE SIX
ADDITIONAL MEMBERS**

The initial members shall have the right to admit additional members upon unanimous written consent and agreement of the then existing members of the Company.

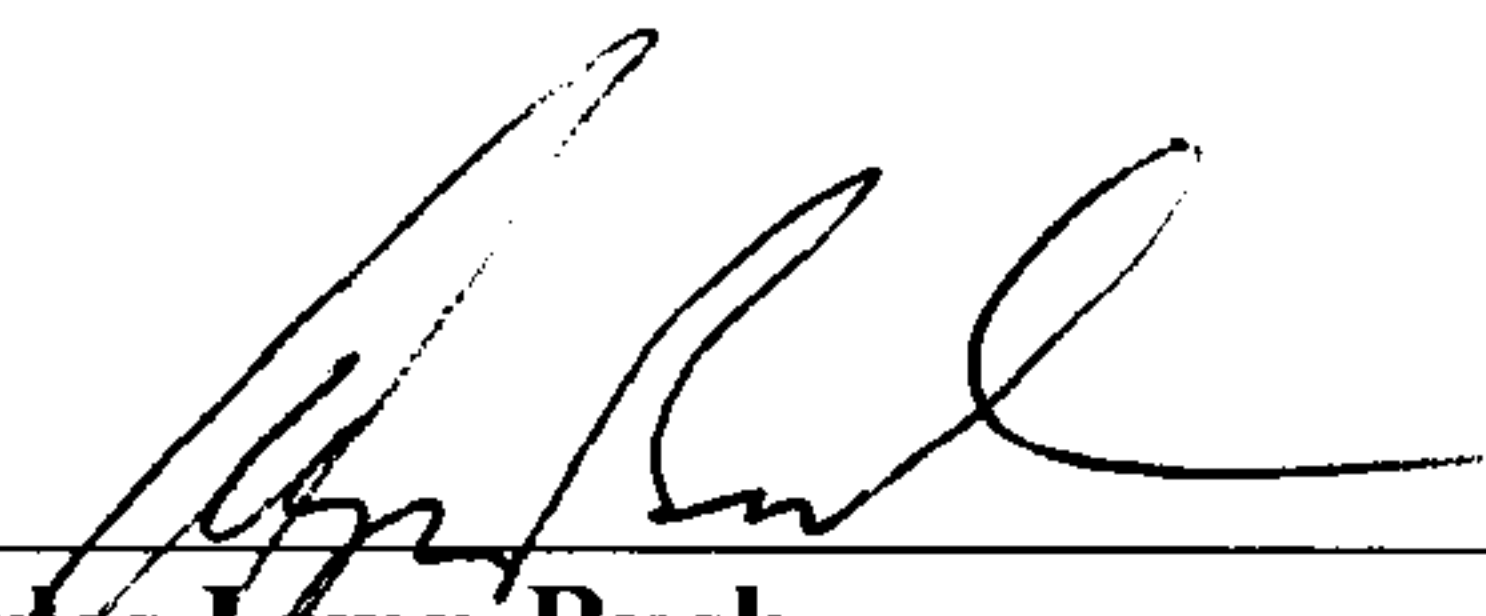
**ARTICLE SEVEN
MANAGEMENT**

The Company shall be managed by its members.

**ARTICLE EIGHT
CESSATION OF MEMBERSHIP**

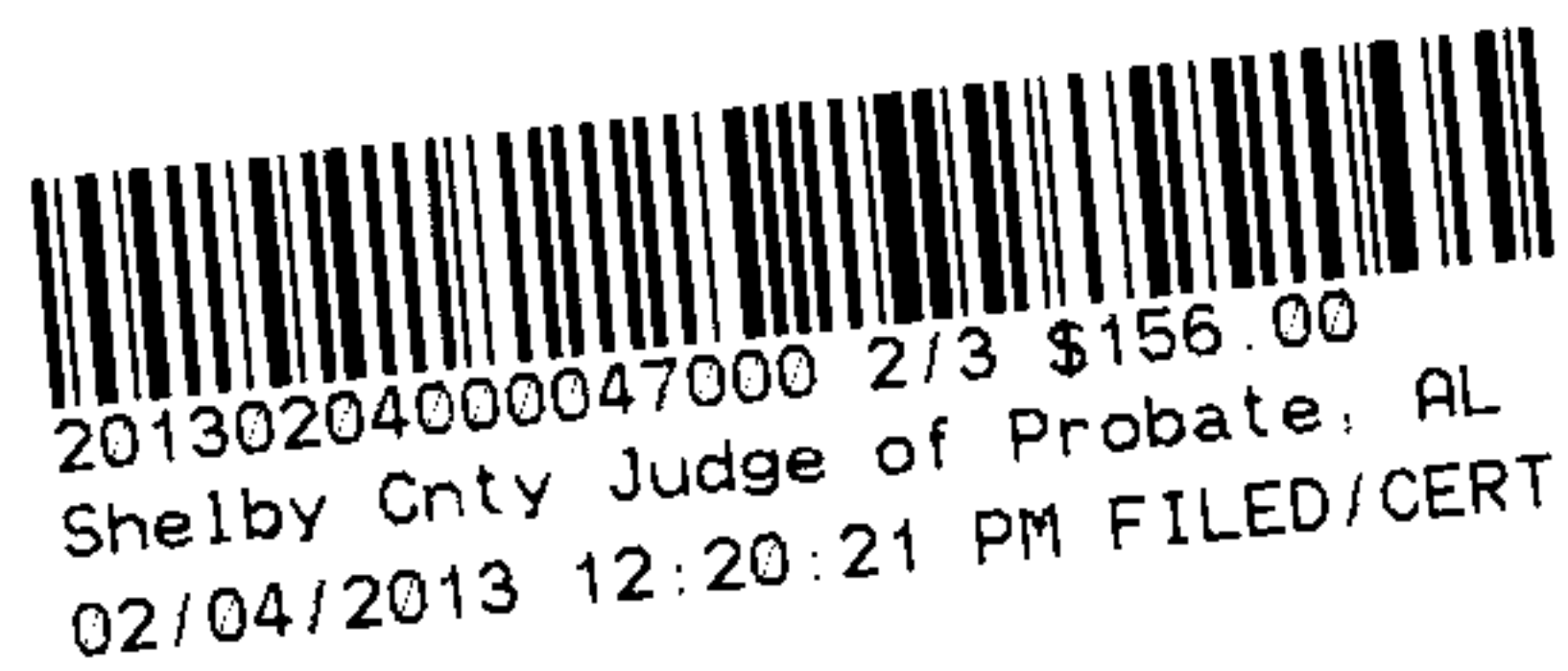
The cessation of membership of one or more members will not result in the dissolution of the Company.

IN WITNESS THEREOF, the undersigned, constituting all the members of the Company, have executed these Articles of Organization on this the 31st day of Jan, 2013.



Charles Lynn Bush
Member

This instrument prepared by:
Christopher S. Beard
Fortune & Beard, PC
Attorney at Law
2100 1st Ave N, Suite 300
Birmingham, Alabama 35203



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:

Southeastern Pool Depot, LLC

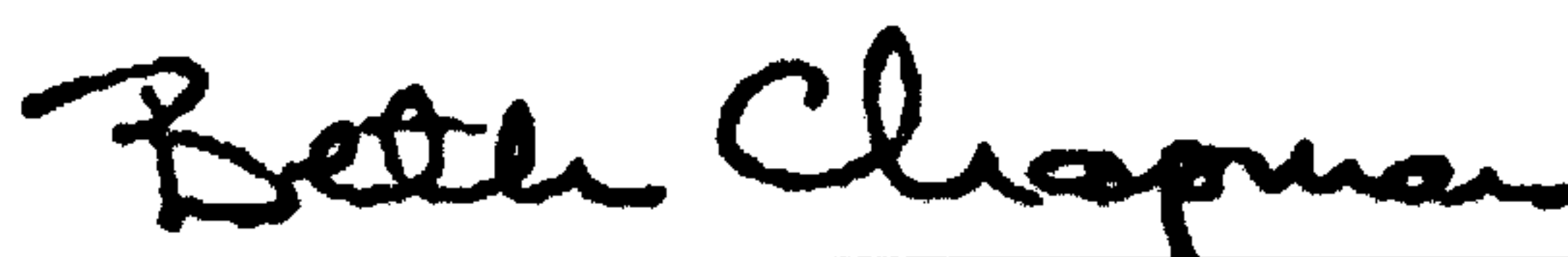
This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Charles Lynn Bush, 311 Plum Dr, Calera, AL 35040 for
a period of one hundred twenty days beginning January 31, 2013 and expiring
June 1, 2013.


20130204000047000 3/3 \$156.00
Shelby Cnty Judge of Probate, AL
02/04/2013 12:20:21 PM 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.**

January 31, 2013

Date



Beth Chapman

Secretary of State

619-821

