

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY  
ARTICLES OF ORGANIZATION GUIDELINES

20130516000203070 1/7 \$156.00  
Shelby Cnty Judge of Probate, AL  
05/16/2013 12:26:18 PM FILED/CERT

INSTRUCTIONS:

STEP 1: The name of the Limited Liability Company must contain the words Limited Liability Company, LLC or L.L.C.

STEP 2: File the original and two copies of the Articles of Organization in the county where the LLC's registered office is located. The Secretary of State's filing fee is \$40. Please contact the Judge of Probate to verify the Probate filing fee.

Pursuant to the Alabama Limited Liability Company Act, the undersigned hereby adopts the following Articles of Organization.

- Article I      The name of the Limited Liability Company:  
Chiara Industries, llc
- Article II     The duration of the Limited Liability Company is perpetual.
- Article III    The Limited Liability Company has been organized for the following purposes:  
To engage in the manufacturing and distribution of architectural stone and concrete
- Article IV    The street address (NO PO BOX) of the registered office:  
619 Crosscreek Trail, Pelham, Alabama 35124
- Article V     The names and addresses of the initial member(s), and organizer (if any):  
Tony DiChiara, 619 Crosscreek Trail, Pelham, Alabama 35124
- Article VI    If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualified.  
Tony DiChiara, 619 Crosscreek Trail, Pelham, Alabama 35124

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in the operating agreement of the LLC.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this the 15 day of May, 2013.

THIS DOCUMENT PREPARED BY:  
JAY E. TIDWELL, ESQ.  
CLOUD & TIDWELL, LLC  
1625 Richard Arrington Jr. Blvd. South  
Birmingham, Alabama 35205

T. DiChi  
Signature of Member/Organizer

# ARTICLES OF ORGANIZATION OF CHIARA INDUSTRIES, LLC

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## KNOW ALL MEN BY THESE PRESENTS:

That for the purpose of forming a Limited Liability Company under and pursuant to the provisions of the Alabama Limited Liability Company Act, as last amended, the undersigned persons have agreed upon and adopted these Articles of Organization and that these shall constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law:

### ARTICLE ONE

#### NAME

The name of the Limited Liability Company ("LLC") is Chiara Industries, llc.

### ARTICLE TWO

#### DURATION

The Company shall continue in existence until it is dissolved in accordance with the provision of the operating agreement, or if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act, or other applicable laws.

### **ARTICLE THREE**

#### **PURPOSE**

The objects and purposes for which the LLC are formed are:

(a) To engage in the manufacturing and distribution of architectural stone and concrete;

(b) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, Limited Liability Company, entity, person or governmental unit, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the LLC;

(c) To enter into and make all necessary contracts for its business with any person, entity, partnership, corporation, association, company, Limited Liability Company, foreign or domestic, or of any domestic or foreign or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts;

(d) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or of the powers herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with its business, provided the same be not inconsistent with the laws of the State of Alabama, and to exercise all those powers expressly conferred on Limited Liability Companies and enumerated in the Alabama Limited Liability Company Act, Ala. Code § 10-12-4, together with all other rights bestowed upon such organizations under the laws of the State of Alabama; and

(e) To any and all things herein set forth, and in addition, such other acts and things as are necessary or convenient to the attainment of the purposes of this LLC, or any of them to the same extent as natural persons might or could do in any part of the world, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to an



LLC under any laws that may be now or hereafter applicable or available to this LLC.

The provisions in the foregoing clauses of this Article are to be construed both as purposes and powers and shall be in no way limited or restricted by reference to or inference from the terms or any other clause of this, or any other article of this Certificate, but each of the purposes and powers specified in this Article Three shall be regarded as independent purposes and powers, and the specification or particular powers contained herein are not intended to be, and shall not be held to be, in limitation of the powers granted to limited liability companies under the laws of the State of Alabama, but is intended to be, and shall be held to be, in furtherance thereof, nothing herein contain, however, shall be construed as authorizing this LLC to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

#### **ARTICLE FOUR**

#### **REGISTERED OFFICE**

The address of the registered office of Chiara Industries, llc is located at 619 Crosscreek Trail, Pelham, Alabama 35124 and the registered agent is Tony DiChiara.

#### **ARTICLE FIVE**

#### **INITIAL MEMBERS**

The initial member of the LLC is:

Tony DiChiara  
619 Crosscreek Trail,  
Pelham, Alabama 35124

**ARTICLE SIX**  
**NEW MEMBERS**

The member or members of the LLC shall have the right to admit new members of their choosing if all current members agree on the admission in writing providing the name of the new member and being signed by the existing member or members.

**ARTICLE SEVEN**  
**DISASSOCIATION**

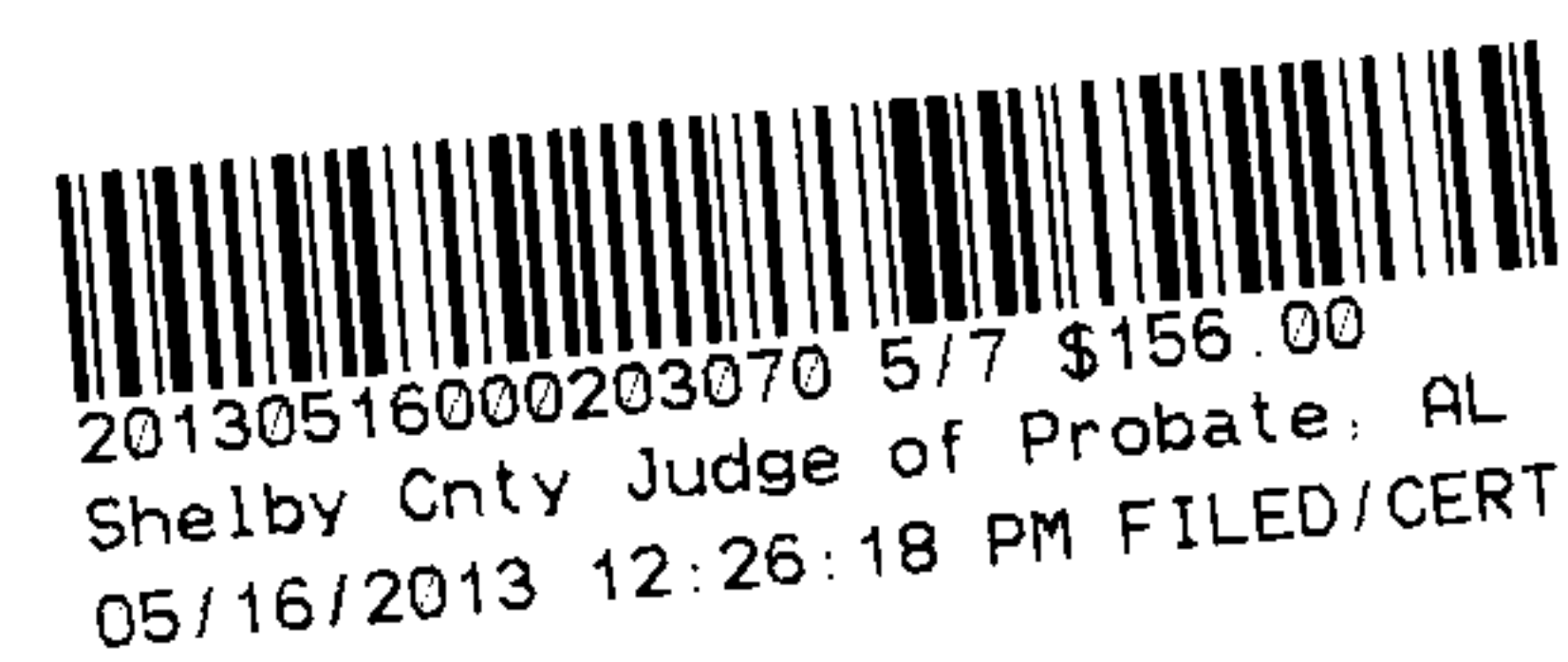
In the event of the dissociation of any member, the dissociated member's interest shall be purchased in accordance with the provision of § 10-12-30 of the Code of Alabama 1975.

**ARTICLE EIGHT**  
**MANAGEMENT**

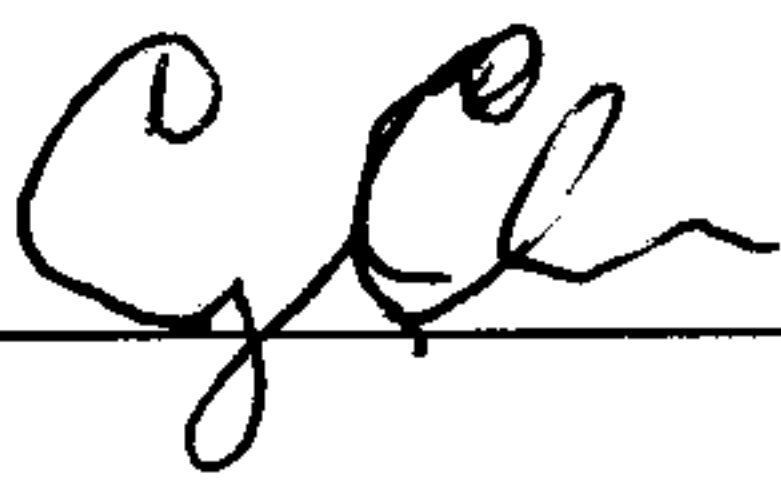
The powers of management of the LLC shall be vested in the members until such time as other members may be admitted or this section is amended at an annual meeting of the members.

**ARTICLE NINE**  
**MISCELLANEOUS**

These Articles of Organization are designed to comply with the Limited Liability Company Act of the State of Alabama, Code of Alabama § 10-21-1, et seq. In the event it is determined that any section or article of these Articles of Organization fail to so comply then such section shall be deleted or amended without further action by the members to comply with the relative statutes.



Done this the 15 day of May, 2013.

Witness 

  
TONY DICHARA

Prepared by:

Jay E. Tidwell, Esq.  
CLOUD & TIDWELL, LLC  
1625 Richard Arrington Jr. Blvd. South  
Birmingham, Alabama 35205  
(205) 322-6060

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:

**Chiarra Industries, LLC**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of Cloud & Tidwell, LLC, 1625 Richard Arrington Jr. Blvd  
S, Birmingham, AL 35205 for a period of one hundred twenty days beginning  
April 16, 2013 and expiring August 15, 2013.

**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.**



April 16, 2013

Date

*Beth Chapman*

625-291

Beth Chapman

Secretary of State

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Shelby Cnty Judge of Probate, AL  
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