

ARTICLES OF ORGANIZATION OF
CHIAZZA WILLOUGHBY & HUGHES, LLC

Pursuant to the Provisions of Section 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is Chiazza, Willoughby & Hughes, LLC (the "Company").

ARTICLE II

Duration

The Company shall have a perpetual duration from the date of organization unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) To market and sell Xclusive Hospitality, LLC products and services to corporations, associations, other business entities and the general public; to provide business consulting and other services to corporations, associations, other business entities and the general public;
- (b) To market and engage opportunities within the banking and insurance industries with products and services that are from time to time made available to the Company.
- (c) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which it may legally render;
- (d) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (e) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or

transaction;

- (f) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporation, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (h) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (i) To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 4840 Shady Water Lane, Birmingham, Alabama 35243, and its registered agent at such address shall be Anthony C. Willoughby

ARTICLE V

Initial Members (and Organizer)

The names and addresses of the initial members are:

Douglas B. Hughes
949 Mountain Branch Drive
Vestavia Hills, Alabama 35226

Anthony C. Willoughby
4840 Shady Water Lane
Birmingham, Alabama 35243

John Chiazza
7741 Silverthorne Dr SE
Ada, Michigan 49301



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ARTICLE VI

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII

Cessation of Membership

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

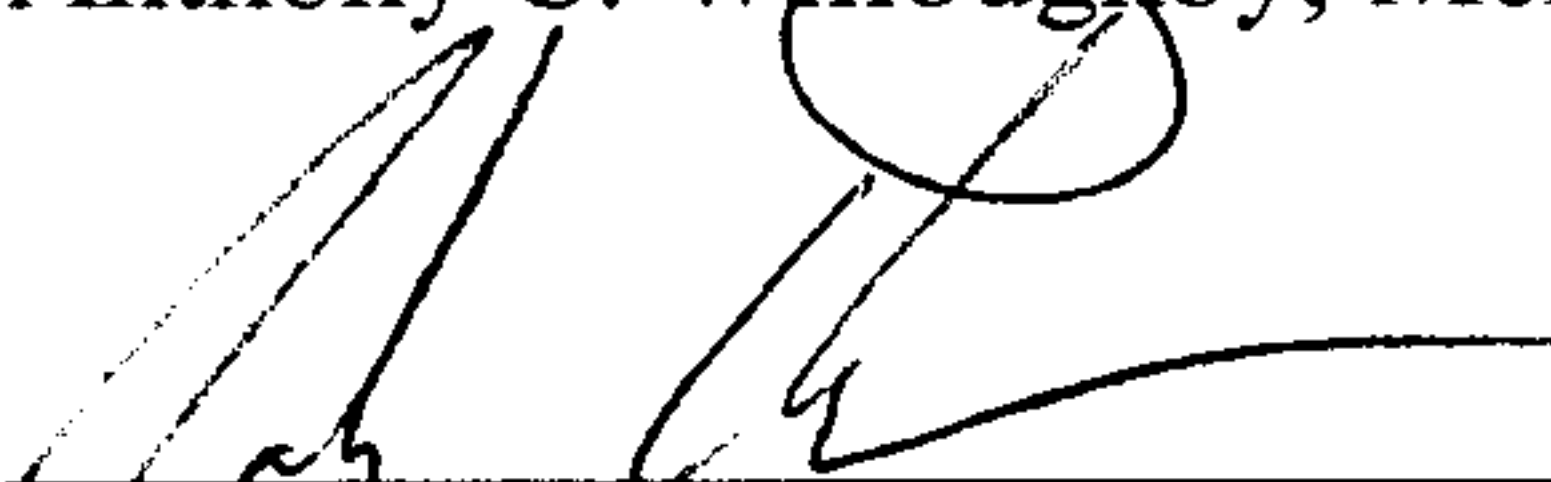
IN WITNESS WHEREOF, these Articles have been subscribed as of the 18th day of August, 2013 by the undersigned members/organizer, who affirm that the statements made herein are true under the penalties of perjury.



Douglas B. Hughes, Member



Anthony C. Willoughby, Member



John Chiazza, Member

Prepared:
Douglas B. Hughes
Attorney at Law
P.O. Box 660134
Vestavia, AL 35266



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Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

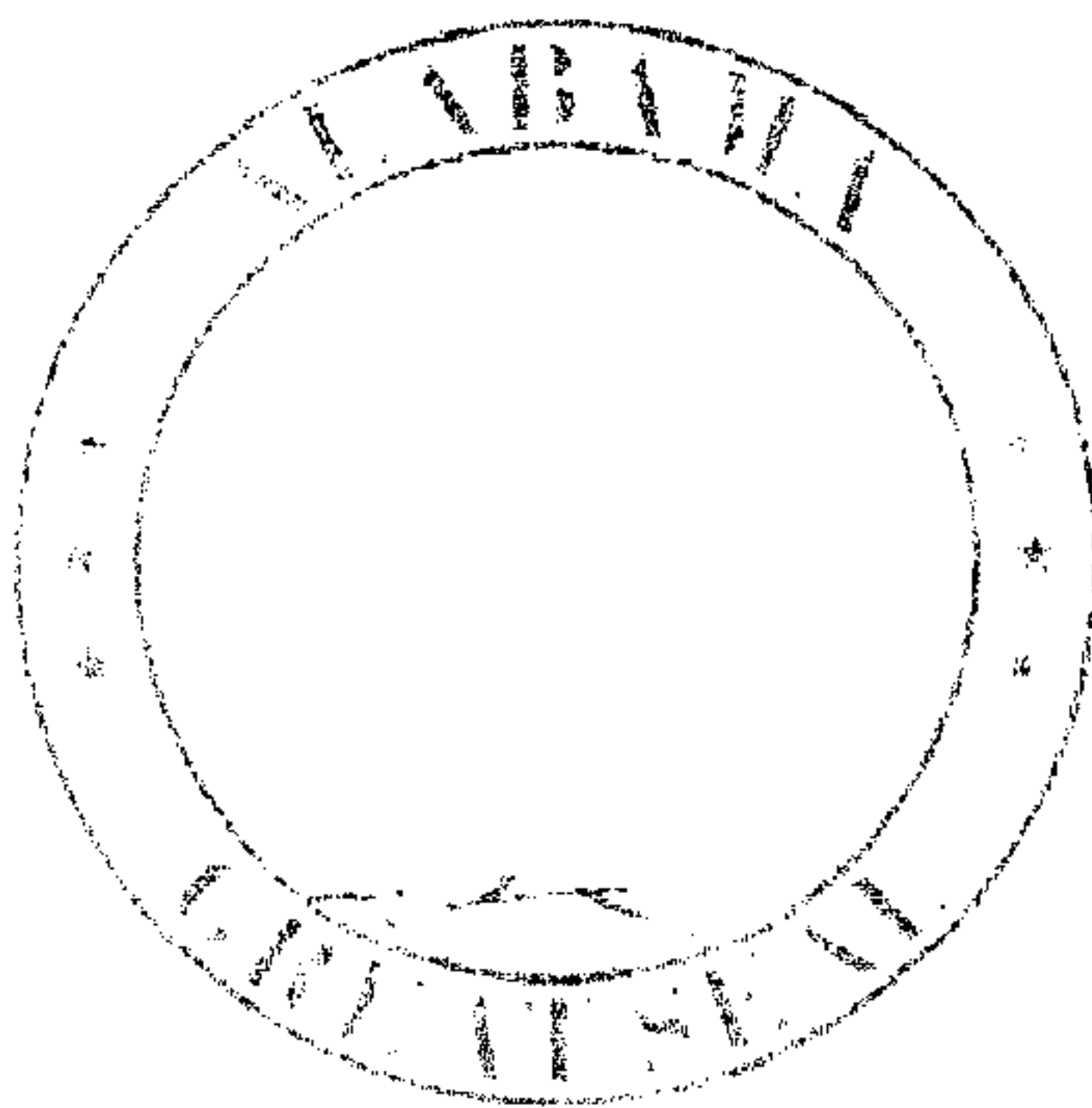
STATE OF ALABAMA

**I, Jim Bennett, 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:

Chiazza, Willoughby & Hughes, LLC.

This name reservation is for the exclusive use of tony willoughby, p.o. Box 43605,
birmingham, AL 35243 for a period of one year beginning August 19, 2013 and
expiring August 19, 2014



RES634290

**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.**

August 19, 2013

Date

Jim Bennett

Secretary of State



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