

ARTICLES OF ORGANIZATION
OF
J & W SHELBY COUNTY, LLC

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law, ALA. CODE §§ 10A-5-1.01, *et seq.*, and any act amendatory thereof, supplementary thereto or substituted therefor (the "Act"), the undersigned does hereby sign and adopt these Articles of Organization (these "Articles"), and, upon the filing for record of these Articles in the office of the Judge of Probate of the county in which the initial registered office is established under Article V hereof, the existence of the limited liability company under the name "J & W Shelby County, LLC" (the "Company"), shall commence.

ARTICLE I
NAME

The name of the Company shall be **J & W SHELBY COUNTY, LLC**.

ARTICLE II
TYPE OF ENTITY

The type of filing entity being formed is a limited liability company to be governed under the laws of the State of Alabama.

ARTICLE III
PURPOSES, OBJECTS AND POWERS

The purposes, objects and powers of the Company are:

3.1 To engage in any lawful business, act or activity for which a limited liability company may be organized under the laws of the state of Alabama.

3.2 Without limiting the scope and generality of the foregoing, to engage in the businesses of:

(a) Owning, investing in, leasing, renting, subdividing, managing and selling real property; and

(b) Owning and investing in any other business directly or indirectly related to the foregoing.

3.3 To own and invest in stocks, bonds and other financial investments.

3.4 To achieve such purposes and engage in such businesses as may be set forth from time to time in an operating agreement of the Company, if any.

3.5 To have and to exercise any and all of the powers specifically granted in the Act, none of which shall be deemed to be inconsistent with the nature, character or the object of the Company and none of which are denied to it by these Articles.

ARTICLE IV DURATION OF COMPANY

The period of duration of the Company shall be perpetual; provided, however, that the Company may be sooner dissolved (a) upon the written consent of all of the members of the Company; (b) as provided in the Operating Agreement entered into by the members of the Company; or (c) as otherwise provided in the Act.

ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT

5.1 The location and mailing address of the initial registered office of the Company shall be 110 Scotch Drive, Suite 101, Birmingham, Alabama 35242.

5.2 The name of the initial registered agent of the Company at such address shall be Joe A. Scotch, Jr.

ARTICLE VI ORGANIZER OF THE COMPANY

The name and address of the organizer of the Company is as follows:

<u>Organizer</u>	<u>Address</u>
Nancy Williams Ball	2001 Park Place North, Suite 700 Birmingham, Alabama 35203-4804

ARTICLE VII INITIAL MEMBERSHIP OF THE COMPANY

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

Member

Address

Joe A. Scotch, Jr.

110 Scotch Drive, Suite 101
Birmingham, AL 35242

Wayne J. Scotch, Sr.

110 Scotch Drive, Suite 101
Birmingham, AL 35242

**ARTICLE VIII
ADMISSION OF ADDITIONAL MEMBERS**

The member or members of the Company shall have the right to admit additional members to the Company upon the terms and conditions set forth in the Operating Agreement entered into by the members of the Company, and, in the absence of such a provision in the Operating Agreement entered into by the members of the Company, upon the written consent of all of the members of the Company.

**ARTICLE IX
ELECTION TO CONTINUE IN BUSINESS
WHEN THERE IS NO REMAINING MEMBER**

The Company shall be dissolved and its affairs shall be wound up when there is no remaining member unless either:

9.1 The holders of all the financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Company and to appoint one or more new members; or

9.2 The legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement entered into by the members of the Company.

**ARTICLE X
MANAGEMENT OF THE COMPANY**

The Company shall be managed by one or more managers who shall serve until their successors are duly elected and qualified, unless the Operating Agreement entered into by the members of the Company provides otherwise. There shall be two initial managers, the name and mailing address of whom are as follows:

Manager

Address

Joe A. Scotch, Jr.

110 Scotch Drive, Suite 101
Birmingham, AL 35242


Wayne J. Scotch, Sr.

110 Scotch Drive, Suite 101
Birmingham, AL 35242

**ARTICLE XI
AMENDMENT OF THE ARTICLES OF ORGANIZATION**

Any amendment to these Articles shall be approved by a vote of all of the members of the Company entitled to vote thereon.

IN TESTIMONY WHEREOF, the undersigned has affixed her hand and seal as the organizer of the Company on this the 5th day of September, 2013.



Nancy Williams Ball, Organizer

This instrument was prepared by:
Nancy Williams Ball, Esq.
Cabaniss, Johnston, Gardner,
Dumas & O'Neal LLP
2001 Park Place North, Suite 700
P.O. Box 830612
Birmingham, Alabama 35283-0612
(205) 716-5200

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:

J & W Shelby County, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Nancy W. Ball, P. O. Box 830612, Birmingham, AL
35283-0612 for a period of one hundred twenty days beginning July 1, 2013 and
expiring October 30, 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.**



630-580

July 1, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State



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Shelby Cnty Judge of Probate, AL
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