

STATE OF ALABAMA)
)
SHELBY COUNTY)


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Shelby Cnty Judge of Probate, AL
06/03/2014 08:43:01 AM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
CRITERION CHEMISTRIES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Alabama Limited Liability Company Law (Ala. Code § 10A-5-1.01, *et seq.*) or any act amendatory thereof, supplementary thereto, or substituted therefore (hereinafter known as the "Act"), does hereby adopt as its certificate of formation the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is Criterion Chemistries, LLC (hereinafter known as the "Company"). This name was reserved with the Alabama Secretary of State on May 30, 2014, as shown by the certificate attached hereto.

**ARTICLE II
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 Law.

**ARTICLE III
PURPOSES**

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

- A. To establish and carry on the business of providing clinical consulting services and the manufacturing and distribution of custom and standard chemical reagents;
- B. To engage in any and all transactions which are necessary, appropriate, convenient, or incidental to accomplish the business purposes stated herein;
- C. To engage in any or all lawful business for which limited liability companies may be organized under the Act.

**ARTICLE IV
PRINCIPAL OFFICE**

The location and mailing address of the Company's initial principal office will be at 1709 Woodview Circle, Pelham, Alabama 35124. Future location/s and mailing address/es of the Company's principal office may be determined by the members in compliance with the Act and applicable provisions of the Company's Operating Agreement, if any.

**ARTICLE V
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 1709 Woodview Circle, Pelham, Alabama 35124. The initial registered agent for purposes of service of process within the State of Alabama at the foregoing address will be Mary C. Long. A new registered office and/or registered agent may be designated by the members from time to time and in compliance with Ala. Code § 10A-1-5.32 and applicable provisions of the Company's Operating Agreement, if any.

**ARTICLE VI
ORGANIZER**

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

Eric L. Toxey
1623 Second Avenue North
Bessemer, Alabama 35020

**ARTICLE VII
INITIAL MEMBERS**

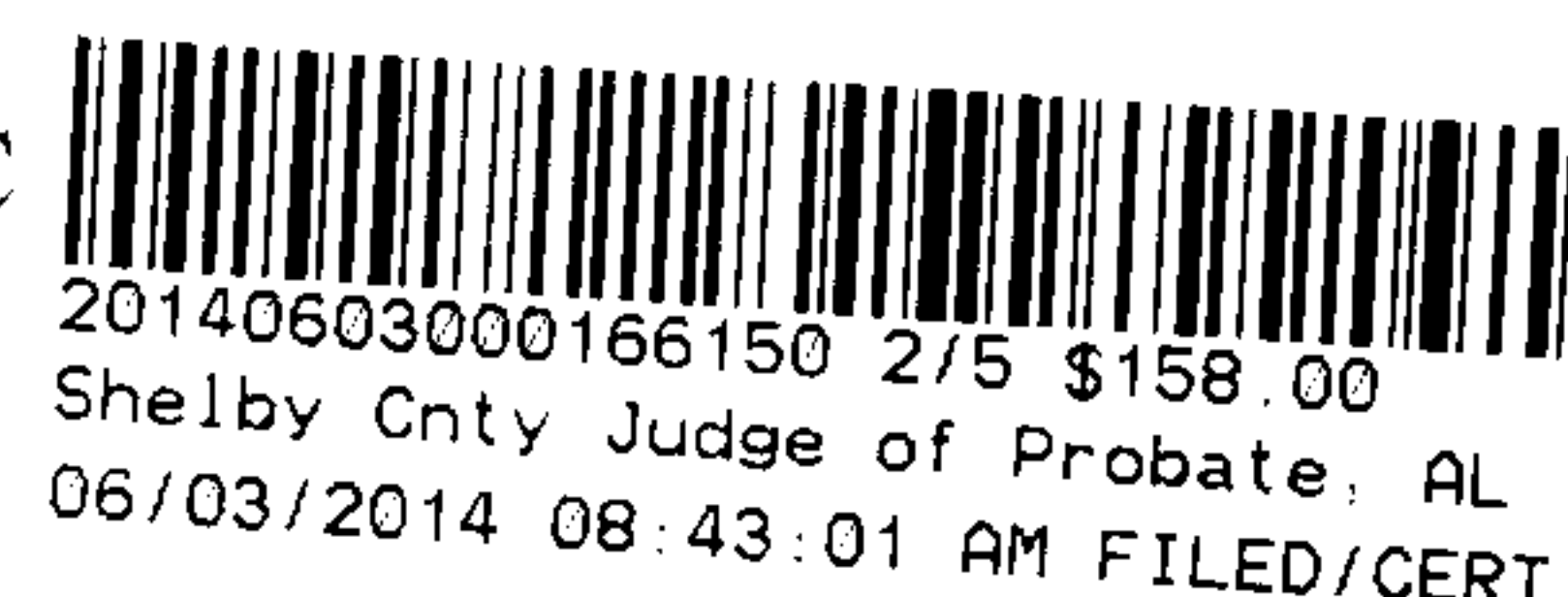
The names and mailing addresses of the initial members of the Company are:

Mary C. Long, Ph.D.
1709 Woodview Circle
Pelham, Alabama 35124

Alexis C. McBrayer, Ph.D.
813 Acton Ave
Homewood, Alabama 35209

**ARTICLE VIII
ADDITIONAL MEMBERS**

Additional members may be admitted in accordance with the terms of the Company's Operating Agreement, if any. If the Company does not have an operating agreement that



provides for the admission of additional members, additional members may be admitted with the unanimous written consent of the then-existing members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

ARTICLE IX MANAGEMENT

Pursuant to the Act, the Company's management shall be vested in its members and they shall have the right and authority to manage the business or affairs of the Company and to make all decisions with respect thereto.

ARTICLE X CONTINUATION OF THE COMPANY

In the event there are no remaining members, and except as otherwise provided in the Company's Operating Agreement, if any, the Company shall be dissolved and its affairs shall be wound up unless:

- A. The holders of all of 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
- B. The legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in an operating agreement of the Company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

ARTICLE XI AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only by the unanimous vote or written consent of all of the members of the Company.

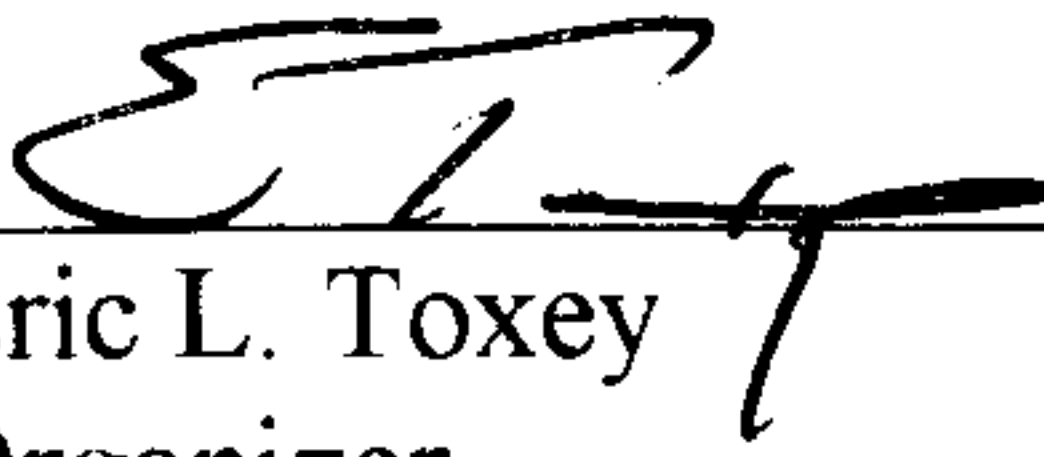
ARTICLE XII INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT

The provisions of the Company's Operating Agreement, if any, are incorporated herein by reference as though fully set forth herein.

ARTICLE XIII
CESSATION OF MEMBERSHIP

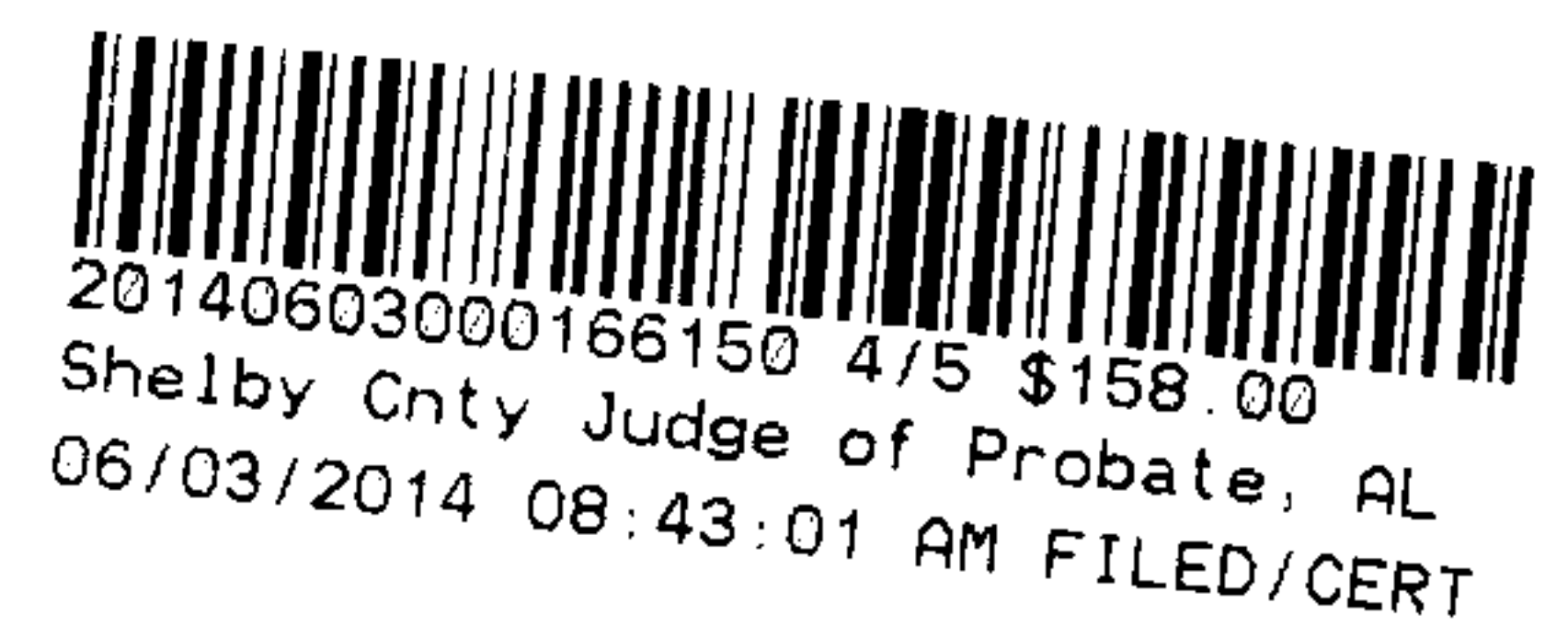
The cessation of membership of one or more members will not result in the dissolution of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as the organizer, all as of the ____ day of May, 2014, and affirms that the facts herein are true under penalties for perjury prescribed by Ala. Code § 13A-10-103 or any act amendatory thereof, supplementary thereto, or substituted therefor.



Eric L. Toxey
Organizer

This instrument prepared by:
Eric L. Toxey
Attorney at Law
1623 Second Avenue North
Bessemer, Alabama 35020



Jim Bennett
Secretary of State

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

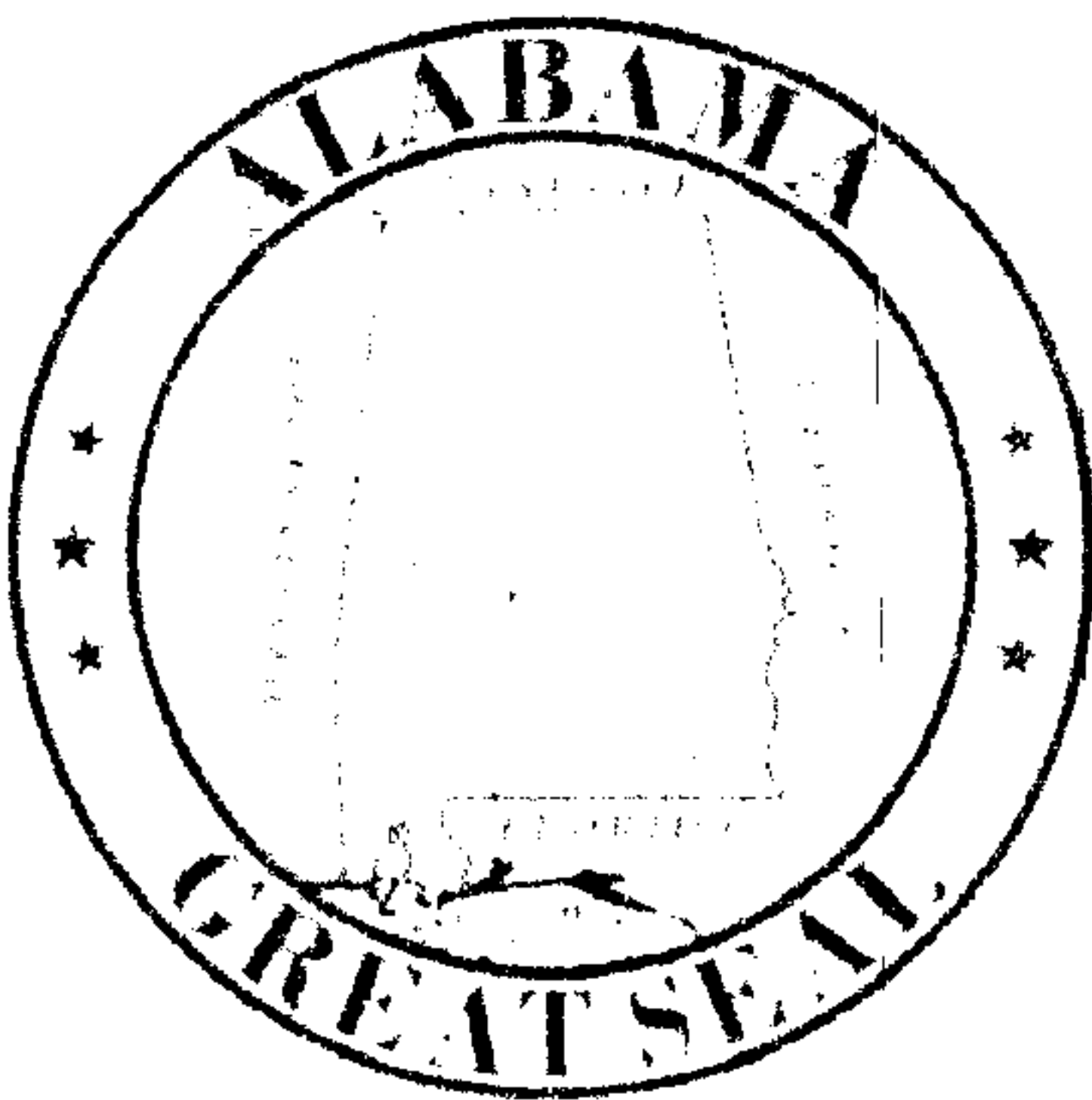
STATE OF ALABAMA

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:

Criterion Chemistries, LLC

This name reservation is for the exclusive use of Mary C. Long, 1709 Woodview Circle, Pelham, AL 35124 for a period of one year beginning May 30, 2014 and expiring May 30, 2015



RES658825

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.

May 30, 2014

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State