


STATE OF ALABAMA)
SHELBY COUNTY)


20140805000243130 1/5 \$158.00
Shelby Cnty Judge of Probate, AL
08/05/2014 02:03:32 PM FILED/CERT

**ARTICLES OF ORGANIZATION
OF**

I Got A Guy Auto Sales, LLC

The Undersigned, acting as the organizer of a limited liability company under the Alabama Limited Liability Company Act, Code of Alabama, Title 10A, Chapter 5 (1975), as the same may be amended from time to time, hereby adopts the following Articles of Organization for **I Got A Guy Auto Sales, LLC** (the “Limited Liability Company”):

ARTICLE ONE
NAME

The name of the Limited Liability Company is I Got A Guy Auto Sales, LLC.

ARTICLE TWO
PERIOD OF DURATION

The Limited Liability Company shall continue in existence until dissolved in accordance with the provisions of the Limited Liability Company’s Operating Agreement, or, if there is no provision in an Operating Agreement of the Limited Liability Company governing dissolution of the Limited Liability Company, then in accordance with the provisions of the Alabama Limited Liability Company Act.

ARTICLE THREE
PURPOSE

The business of the company shall be, to the extent permitted by law, (1) to engage in the business of automobile sales; (2) to have and exercise all powers set forth in Code of Alabama, Sections 10A-5-1.03 and 10A-1-2.11 – 2.13 (1975), as they may be amended from time to time; and (3) to engage in any lawful business or other activity, related or incidental to any of the foregoing activities.



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ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of the initial registered office is 3719 Keswick Circle, Birmingham, Alabama 35242 and the name of the initial registered agent of the Limited Liability Company at such address is William Brent Fields.

ARTICLE FIVE
ORGANIZER

The name and address of the organizer is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Brent Fields	3719 Keswick Circle Birmingham, AL 35242

ARTICLE SIX
INITIAL MEMBERS

<u>NAME</u>	<u>ADDRESS</u>	<u>INTEREST</u>
Robert Hugh Lee, III	2040 Somerset Lane Birmingham, AL 35242	50%
William Brent Fields	3719 Keswick Circle Birmingham, AL 35242	50%

ARTICLE SEVEN
ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the terms of the Limited Liability Company's Operating Agreement, if any. If the Limited Liability Company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all 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 EIGHT
CONTINUATION OF THE BUSINESS

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

- (a) The holders of all of the financial rights in the Limited Liability 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 Limited Liability Company and to appoint one or more new members; or
- (b) The legal existence and business of the Limited Liability Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement of the Limited Liability Company.

For the purpose of this Article, all of the financial rights owners means intertests 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 NINE **MANAGEMENT**

The management of the Company is vested in its managers. The name and address of the initial managers of the Company are as follows: Robert Hugh Lee, III whose address is 2040 Somerset Lane, Birmingham, Alabama 35242; and William Brent Fields whose address is 3719 Keswick Circle, Birmingham, Alabama 35242. The initial managers shall serve until their successors are elected and shall qualify. Subject to any provisions in an operating agreement of the Company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the managers shall have the right and authority to manage the business or affairs of the Limited Liability Company and to make all decisions with respect thereto.

ARTICLE TEN **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 Limited Liability Company.

ARTICLE ELEVEN **INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT**

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

[Signature appears on next page.]



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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as the Organizer, all as of the 5 day August, 2014, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-104 (1975) or its successor.

Walter Burt Aabo
ORGANIZER

This Instrument Prepared By:
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(205) 251-1522 Fax
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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:

I Got A Guy Auto Sales, LLC

This name reservation is for the exclusive use of William Brent Fields, 3719 Keswick Circle, Birmingham, AL 35242 for a period of one year beginning July 03, 2014 and expiring July 03, 2015



RES661708

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.

July 03, 2014

Date

Jim Bennett

Secretary of State