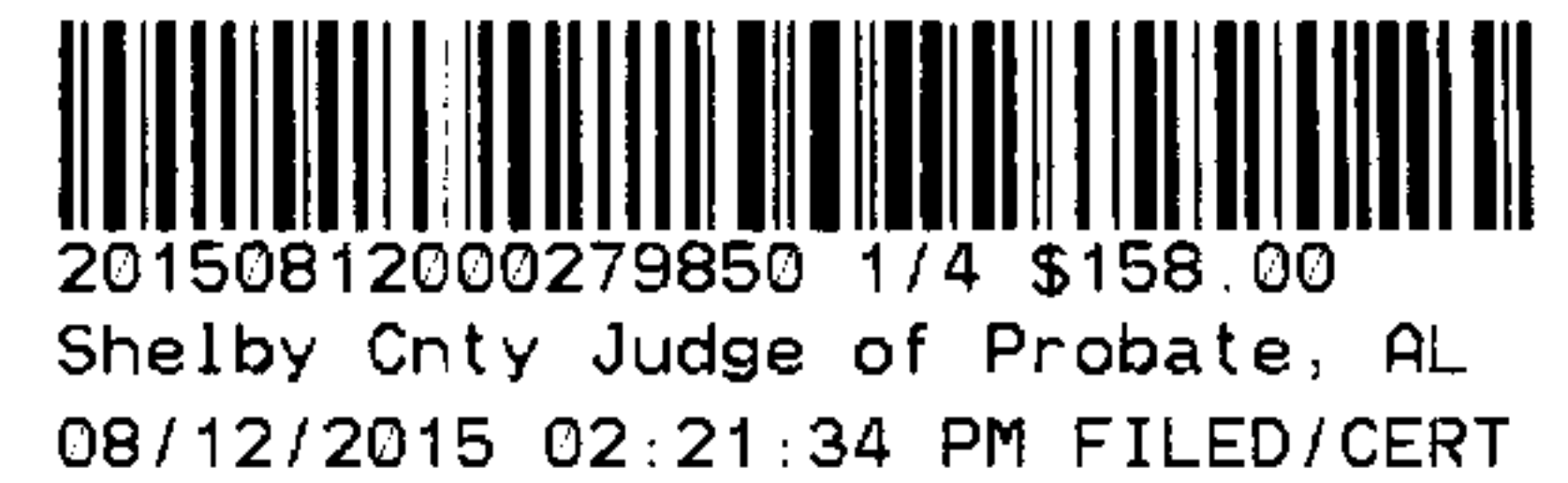


**ARTICLES OF ORGANIZATION**  
**OF**  
**MLS FESTIVAL HOLDINGS, LLC**



The undersigned, for the purpose of forming a limited liability company under the Alabama Limited Liability Company Law, Title 10A, Chapters 1 (to the extent applicable to limited liability companies) and 5 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Law"), hereby files the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in these Articles of Organization are true and correct:

**ARTICLE I**

**NAME**

The name of this Limited Liability Company shall be:

MLS FESTIVAL HOLDINGS, LLC

**ARTICLE II**

**DURATION**

The period of duration is perpetual unless the Limited Liability Company shall be the sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

**ARTICLE III**

**PURPOSES**

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

- (a) To stage music festivals, shows, and/or other entertainment activities;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote

thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and,

(e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

#### **ARTICLE IV**

##### **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Limited Liability Company shall be 2200 Valleydale Road, Suite 100, Birmingham, Alabama 35244, and its registered agent at such address shall be Gary Meadows.

#### **ARTICLE V**

##### **MEMBERS**

The name and address of the initial member (the "Member") of the Limited Liability Company are:

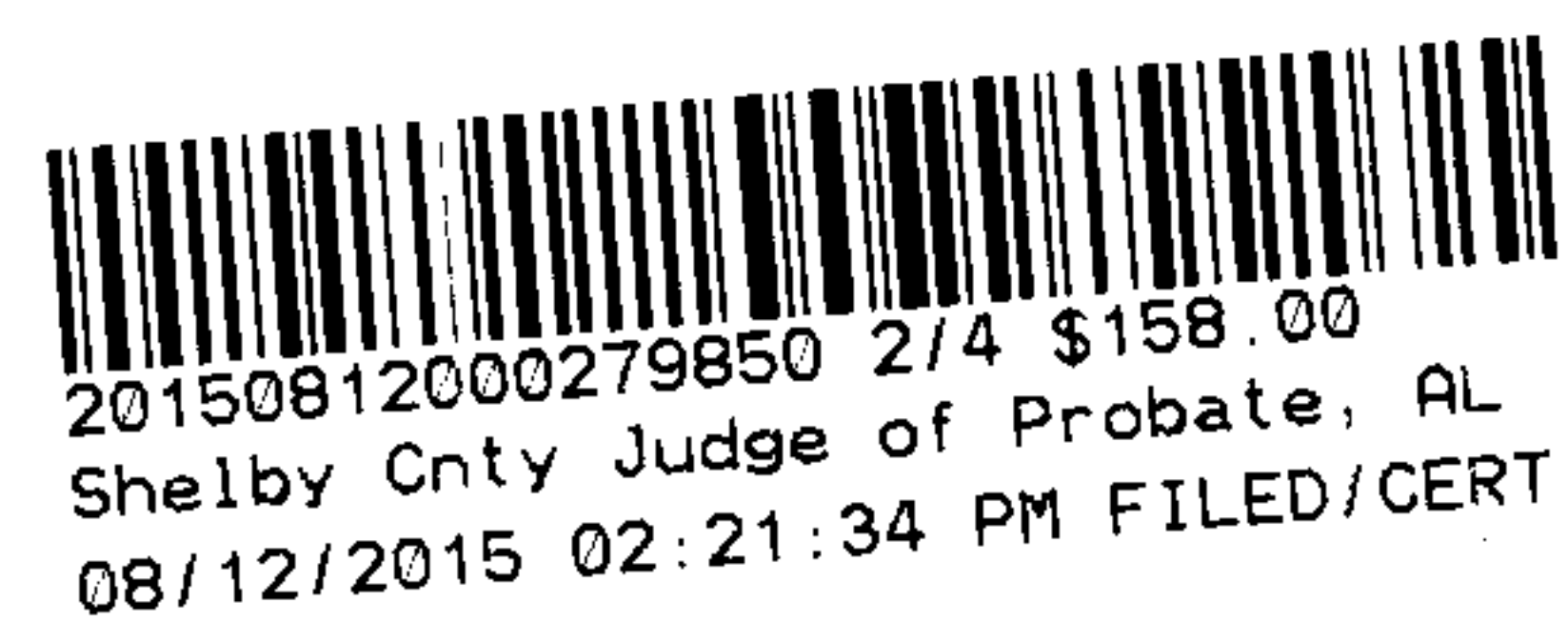
Gary Meadows

2200 Valleydale Road, Suite 100  
Birmingham, Alabama 35244

#### **ARTICLE VI**

##### **ADDITIONAL MEMBERS**

The Member reserves the right to admit additional Members upon the terms and conditions of the Limited Liability Company's Operating Agreement or upon the unanimous consent of the Members.



**ARTICLE VII**

**DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP**

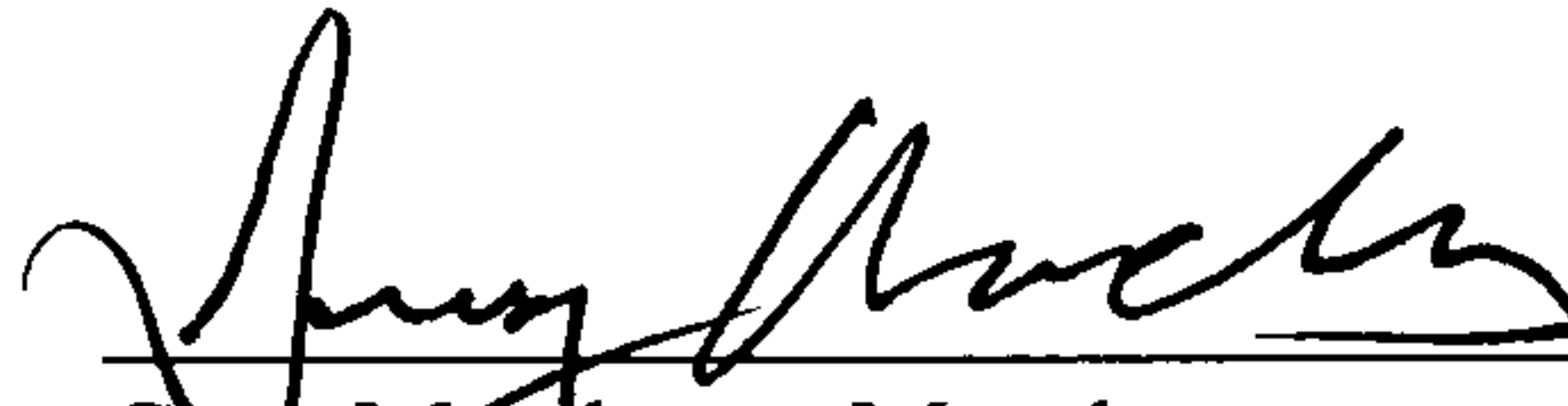
The cessation of membership of one or more Members for any reason shall not cause the dissolution of the Limited Liability Company.

**ARTICLE VIII**

**MANAGEMENT**

Management is vested in the Members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization, on this the 12 day of August, 2015.

  
\_\_\_\_\_  
Gary Meadows, Member

THIS DOCUMENT WAS PREPARED BY:

Matt Carroll  
Johnstone Carroll LLC  
One Independence Plaza, Suite 520  
Homewood, AL 35209



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John H. Merrill  
Secretary of State

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

# STATE OF ALABAMA

**I, John H. Merrill, 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:

**MLS Festival Holdings LLC**

This name reservation is for the exclusive use of Gary Meadows, 2200 Valleydale Road Suite 100, Hoover, AL 35244 for a period of one year beginning August 05, 2015 and expiring August 05, 2016

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**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 05, 2015

Date

*J. H. Merrill*

John H. Merrill

Secretary of State