

**ARTICLES OF ORGANIZATION
OF
MOMENTUM PARTNERS, LLC
An Alabama Limited Liability Company**

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law and any act amendatory thereof, supplementary thereto or substituted therefore (hereinafter referred to as the "Law"), the undersigned does hereby sign and adopt these Articles of Organization, and, upon filing for record of these Articles of Organization in the office of the Judge of Probate of Shelby County, Alabama, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article I hereof, shall commence.

**ARTICLE I
NAME**

The name of the Company shall be: Momentum Partners, LLC.

**ARTICLE II
TYPE OF ENTITY**

The Company shall be formed as a limited liability company.

**ARTICLE III
PERIOD OF DURATION**

The duration of the Company shall be perpetual from the date of filing of these Articles of Organization with the Office of the Probate Judge of Shelby County, Alabama, or until the first to occur of the following:

- (a) Dissolution of the Company pursuant to the laws of the State of Alabama or pursuant to the Operating Agreement of the Company, as in effect from time to time; or
- (b) Upon the written unanimous consent of all of the members of the Company.

**ARTICLE IV
PURPOSES, OBJECTS AND POWERS**

4.1 Without limiting the scope and generality of the purposes, objects and powers of the Company granted by the Law, the Company shall have the power to:

- (a) engage in consulting services; and
- (b) and to engage in all other activities related or incidental thereto; and
- (c) engage in any lawful business, act or activity for which a company may be organized under the Law, it being the purpose and intent of this Article IV to vest the Company

with the broadest purposes, objects and powers lawfully permitted a company formed under the Law.

4.2 All words, phrases and provisions appearing in this Article IV are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.

ARTICLE V **REGISTERED OFFICE AND REGISTERED AGENT**

5.1 The location and mailing address of the initial registered office of the Company shall be 306 Carnoustie #110, Shoal Creek, Alabama 35242.

5.2 The initial registered agent at such address shall be David A. Northington.

ARTICLE VI **ORGANIZER(S)**

The name and mailing address of the Organizer(s) is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David A. Northington	306 Carnoustie #110 Shoal Creek, Alabama 35242

ARTICLE VII **ADMISSION OF ADDITIONAL MEMBERS**

The Company, upon the consent or vote of the Members may issue additional Units and/or interest and admit additional Members or increase the number of Units and/or interest owned by an existing Member upon such terms and conditions as may be determined appropriate by the Members.

ARTICLE VIII **CLASSES OR GROUPS OF MEMBERSHIP INTERESTS**

The relative rights, powers and duties for classes or groups of membership interests, if any, are set forth in full in the Operating Agreement of the Company, as the same may be in effect from time to time.

ARTICLE IX **CONTINUATION OF BUSINESS**

In the event of the death, retirement, resignation, expulsion or dissolution of a Member, the remaining Member or Members, if any, shall automatically continue the business of the Company.

ARTICLE X
MANAGEMENT

The business and affairs of the Company shall be managed by one or more Managers. The name and mailing address of the initial Managers are as follows:

NAME

ADDRESS

David A. Northington

306 Carnoustie #110
Shoal Creek, Alabama 35242

ARTICLE XI
INTERNAL AFFAIRS

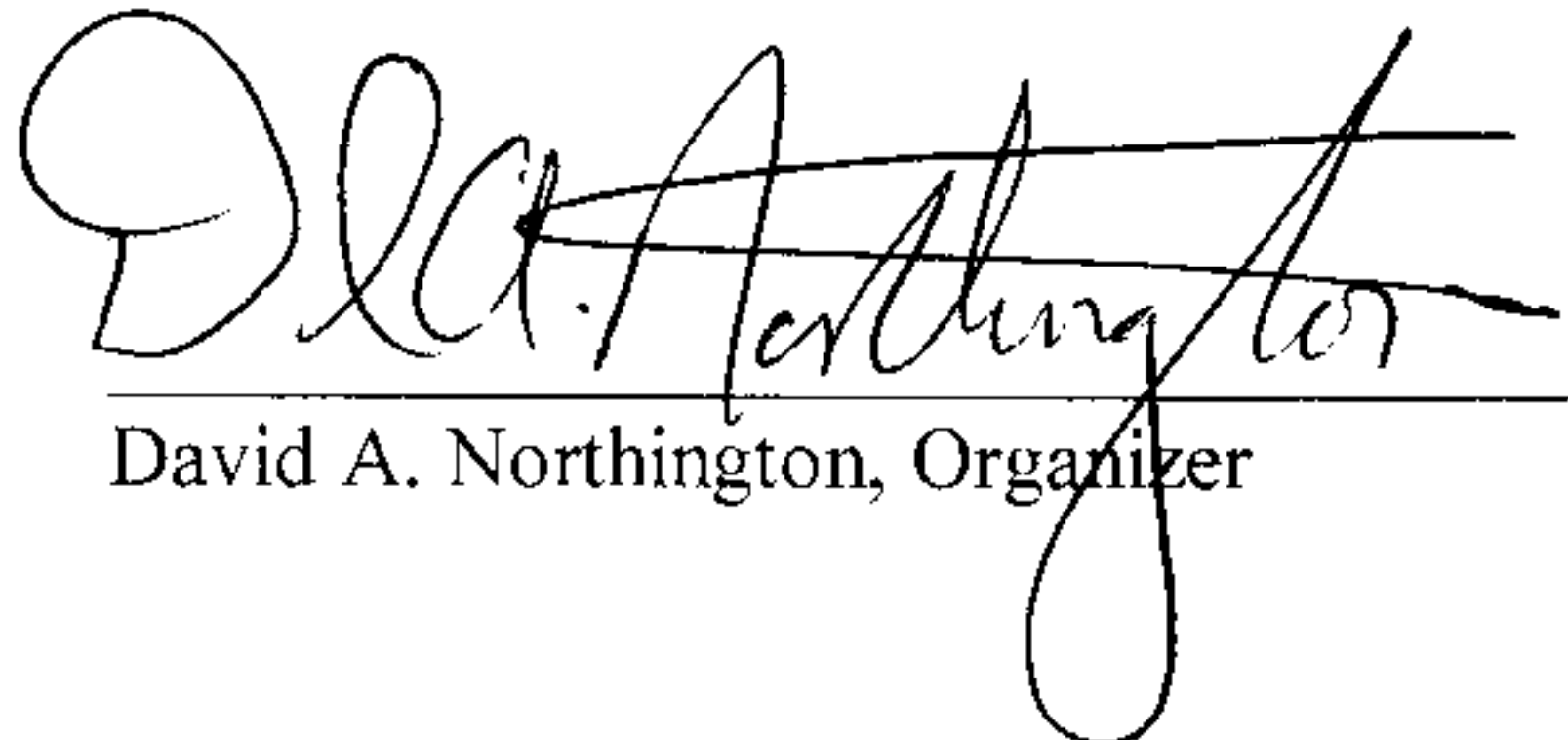
11.1 The provisions of Sections 11.2 to 11.4 for the regulation of the business and for the conduct of the affairs of the Company and its Members are hereby adopted.

11.2 The power to alter, amend, or repeal the Operating Agreement or adopt a new Operating Agreement shall be vested in the Members, which power may be exercised in the manner and to the extent provided in the Operating Agreement. The Operating Agreement may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company or the Members, not inconsistent with the Law or these Articles of Organization. The Operating Agreement as so adopted and as may be amended from time-to-time, is hereby incorporated herein by reference as if set out in full herein.


11.3 Any contract or other transaction which is fair and reasonable to the Company between the Company and one or more of its Members, or between the Company and any firm of which one or more of its Members are members or employees, or in which they are financially interested, or between the Company and any company or association of which one or more of its Members are shareholders, members, directors, officers, or employees, or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of the person at the meeting of the Members of the Company or any committee thereof that acts upon, or in reference to, the contract or transaction if either (a) the fact of such interest shall be disclosed or known to the Members, or such committee, as the case may be, and the Members or such committee shall, nevertheless, authorize or ratify the contract or transaction or (b) the fact of such relationship or interest is disclosed to the Members entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent. The interested Members shall not be counted in determining whether a quorum is present and shall not be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a Member of the Company is hereby relieved from any liability that might otherwise arise by reason of his or her contracting with the Company for the benefit of himself or herself or any firm or company in which he or she may be in any way interested.

11.4 These Articles of Organization may be amended, altered, or repealed from time to time in the manner now or hereafter prescribed in these Articles of Organization, the Operating Agreement, or as permitted by the Law.

IN WITNESS WHEREOF, the undersigned, as the Organizer(s) of the Company, has/have executed these Articles of Organization on this the 4 day of December, 2017.

By: 
David A. Northington, Organizer

THIS INSTRUMENT PREPARED BY:
Massey, Stotser & Nichols, PC
1780 Gadsden Highway
Birmingham, Alabama 35235
(205) 838-9000


20171207000439160 4/5 \$159.00
Shelby Cnty Judge of Probate, AL
12/07/2017 12:59:08 PM FILED/CERT

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:

Momentum Partners, LLC

This name reservation is for the exclusive use of Massey, Stotser & Nichols, PC,
1780 Gadsden Highway, Birmingham, AL 35235 for a period of one year
beginning November 27, 2017 and expiring November 27, 2018

20171207000439160 5/5 \$159.00
Shelby Cnty Judge of Probate, AL
12/07/2017 12:59:08 PM FILED/CERT



RES778590

**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.**

November 27, 2017

Date

J. H. Merrill

John H. Merrill

Secretary of State