

**ARTICLES OF ORGANIZATION
OF
FIFTH EARL CIGARS, LLC**

The undersigned, who intend to form and create a Limited Liability Company, under Title 10A, Chapter 5 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Law"), hereby file the following Articles of Organization with the Probate Judge of Shelby County, Alabama, and affirm that the facts stated in these Articles of Organization are true and correct:

**ARTICLE I.
NAME OF LIMITED LIABILITY COMPANY**

The name of the Limited Liability Company shall be:
Fifth Earl Cigars, LLC (the "Company").

**ARTICLE II.
REGISTERED OFFICE AND AGENT
FOR SERVICE OF PROCESS**

The registered office of the Company is located at **500 3rd Street Northeast, Alabaster, AL 35007**. Its registered agent for service of process at the foregoing address shall be: **William J. Eaton**.

**ARTICLE III.
PURPOSE OF COMPANY**

The purpose for which the Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under the Alabama Limited Liability Company Law, under Title 10A, Chapter 5 of the Code of Alabama (1975).

**ARTICLE IV.
DURATION OF COMPANY**

The period of duration of the Company shall be perpetual from the date of the filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization, its Operating Agreement Alabama and the Laws of the State of Alabama, as in effect from time to time.


20180511000161500 1/4 \$159.00
Shelby Cnty Judge of Probate, AL
05/11/2018 08:27:34 AM FILED/CERT

**ARTICLE V.
INITIAL MEMBERS**

The names and mailing address of the initial members of the Company are as follows:

<u>Name</u>	<u>Mailing Address</u>
William J. Eaton	500 3 rd Street Northeast, Alabaster, AL 35007

**ARTICLE VI.
ADDITIONAL MEMBERS**

Additional members may be admitted only upon the unanimous written consent of the then existing members and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

**ARTICLE VII.
DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP**

The cessation of membership of one or more Members for any reason as defined under Section 10A-5-6.06 of the Code of Alabama (1975), as amended, shall not cause the dissolution of the Company.

**ARTICLE VIII.
MANAGEMENT**

The Company shall be managed by its managers. The names and mailing addresses of the managers who are to serve as managers until the first annual meeting of the members or until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Ownership</u>
William J. Eaton	500 3 rd Street Northeast, Alabaster, AL 35007	100%

**ARTICLE IX.
PRINCIPAL PLACE OF BUSINESS**

The principal place of business in the State of Alabama for the Company is **500 3rd Street Northeast, Alabaster, AL 35007.**


20180511000161500 2/4 \$159.00
Shelby Cnty Judge of Probate, AL
05/11/2018 08:27:34 AM FILED/CERT

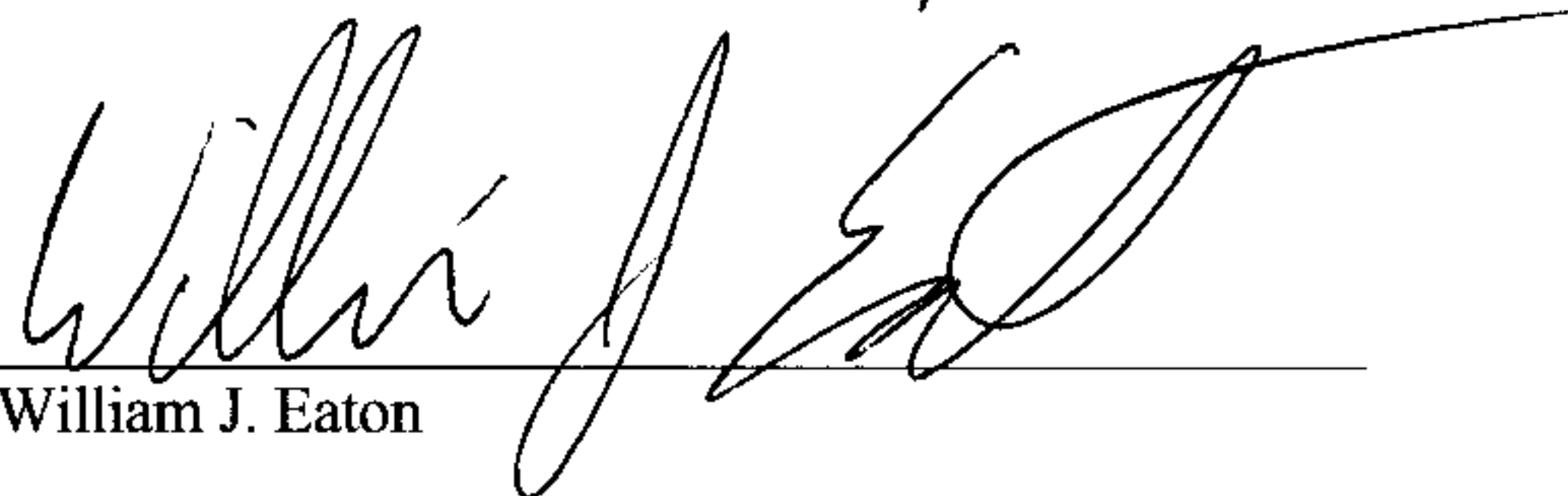
**ARTICLE X.
NO LIABILITY**

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

**ARTICLE XI.
OPERATING AGREEMENT**

The Operating Agreement of the Limited Liability Company, if one is adopted, shall be executed by each Member of the Company and shall set forth all provisions for the regulation of the internal affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the State of Alabama or these Articles. The Operating Agreement may include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the Company, transfer of interest, dissolutions, accounting and records and indemnification. Those provisions together with any other provisions included in the Operating Agreement are hereby incorporated by reference.

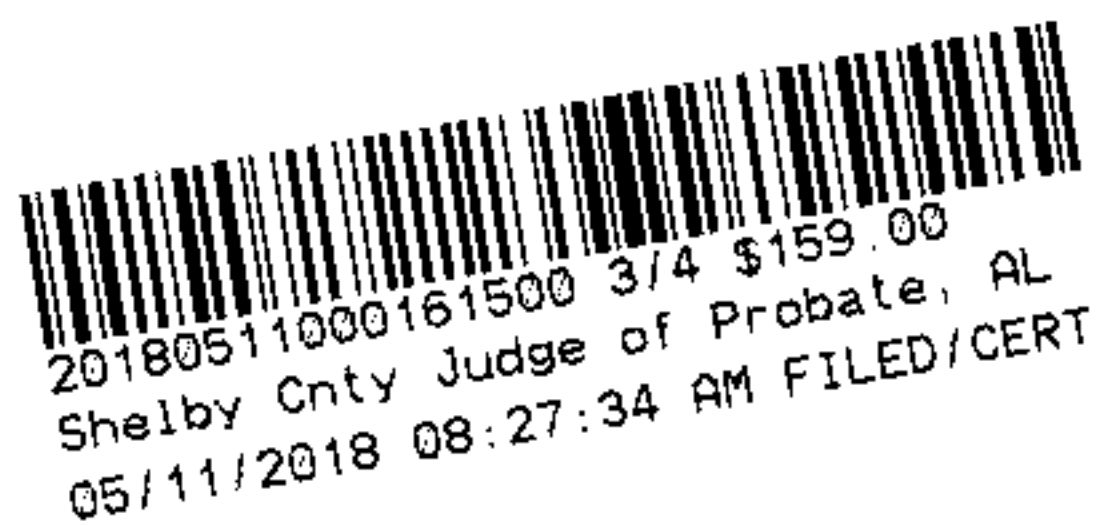
IN WITNESS WHEREOF, the undersigned, constituting all the members of the Company, have executed these Articles of Organization this the 10 day of May, 2018 at Birmingham, Alabama.



William J. Eaton

THIS INSTRUMENT PREPARED BY:

John M. Alford, Esq.
100 Brook Drive
Suite D
Helena, AL 35080
205.436.8420



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:

Fifth Earl Cigars, LLC

This name reservation is for the exclusive use of William J. Eaton, 500 3rd Street
NE, Alabaster, AL 35007 for a period of one year beginning May 08, 2018 and
expiring May 08, 2019



RES797271

**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 08, 2018

Date

A handwritten signature in black ink, appearing to read 'J. H. Merrill', is written over a horizontal line.

John H. Merrill

Secretary of State



20180511000161500 4/4 \$159.00
Shelby Cnty Judge of Probate, AL
05/11/2018 08:27:34 AM FILED/CERT