

ARTICLES OF ORGANIZATION
OF
RITEWAY ENTERPTISES LLC

**ARTICLE 1
NAME**

THE NAME OF THE ORGANIZATION SHALL BE **RITEWAY ENTERPRISES LLC**

**ARTICLE 2
DURATION**

THE PERIOD OF DURATION OF THE ORGANIZATION TO BE KNOWN AS RITEWAY ENTERPRISES LLC SHALL BE NINETY NINE (99) YEARS

**ARTICLE 3
PURPOSE**


THE PURPOSE FOR WHICH THIS ORGANIZATION IS HEREBY ORGANIZED SHALL INCLUDE THE CONDUCTION OF ANY AND LAWFULL BUSINESS AS PERMITTED IN THE STATE OF ALABAMA, AND FOR THE PURPOSE TO OPERATE A LANDSCAPING BUSINESS AND/OR OTHER PURPOSES SET BY THE OPERATING AGREEMENT OR AS THE ORGANIZATION DEEMS FIT.

**ARTICLE 4
REGISTRATION OFFICE AND AGENT**

- a. RITEWAY ENTERPRISES SHALL CONTINUALLY MAINTAIN ITS REGISTERED OFFICE AT 100 SMOKEY RIDE DR ALABASTER, AL 35007
- b. RITEWAY ENTERPRISE REGISTERED SHALL BE BILLY PERRY, AN INDIVIDUAL RESIDENT OF THE STATE OF ALABAMA, LOCATED AT THE ORGANIZATION REGISTERED OFFICE
- c. ALL RECORDS OF THE ORGANIZATION SHALL BE LOCATED AT THE REGISTERED OFFICE.

**ARTICLE 5
MEMBERS AND CONTRIBUTIONS**

- A. THE INITIAL MEMBER NAME AND ADDRESS OF LOPEZ LANDSCAPER IS
 - 1. BILLY PERRY
- B. MEMBERS TO THE ORGANIZATION ARE AS FOLLOWS
 - 1. BILLY PERRY AGREES TO 100%
- C. FOR EACH MEMBERS CONTRIBUTION TO THE ORGANIZATION A PRO RATE MEMBERSHIP INTEREST OR OWNERSHIP SHALL BE RECEIVED.


20180626000226970 1/6 \$159.00
Shelby Cnty Judge of Probate, AL
06/26/2018 12:16:28 PM FILED/CERT

ARTICLE 6

ADMISSION OF NEW MEMBERS


- A. NEW MEMBERS MAY BE ADMITTED TO THE ORGANIZATION AS AGREED UPON BY ALL MEMBERS
- B. THE UNANIMOUS AGREEMENT REQUIRED FOR THE ADMITTANCE OF A NEW MEMBER TO THE ORGANIZATION IS BASED ON EACH MEMBER HAVING ONE VOYR REGARDLESS OF THE PRO RATA OF THEIR OWNERSHIP INTEREST IN THE ORGANIZATION.

- A. NEW MEMBERS MAY BE ADMITTED TO THE ORGANIZAYION AS UNANIMOUSLY AGREED UPON ALL MEMBERS.
- A. THE UNANIMOUS AGREEMENT REQUIRED FOR THE ADMITTANCE OF A NEW MEMBER TO THE ORGANIZATION IS BASED ON EACH MEMBER HAVING ONE VOTE REGARDLESS OF THE PRO RATA OF THEIR OWNERSHIP INTEREST IN THE ORGANIZATION
- B. THE TERMS OF ADMISSION OF A NEW MEMBER MUST ALSO BE UNANIMOUSLY AGREED BY ALL MEMBERS
- C. UNINANIMOUS AGREEMENT AS TO THE TERMS FOR THE ADMITANCE OF A NEW MEMBER TO THE ORGANIZATION SHALL BE UPON EACH MEMBER HAVING ONE VOTE REGARDLESS OF THEIR OWNERSHIP INTEREST IN THE ORGANIZATION.

ARTICLE 7

DISASSOCIATION AND DISSOLUTION

- A IN THE EVENT THAT THERE IS A DISASSOCIATION OF A MEMBER OF THE ORGANIZATION, IN THE REMAININGMEMBERS MAY CONTINUE TO OPERATE AND/OR CARRY ON THE BUSINESS OF THE ORGANIZTION AS IT WAS BEFORE THE DISASSOCIATION OF THE MEMBER IN THE NAME OF LOPEZ LANDSCAPERS LLC
- B. ANY DISASSOCIATED MEMBER SHALL BE PAID MARKET VALUE ACCORDING TO THE PRO RATA OWNERSHIP INTEREST OF THE MEMBER WITHIN ON YEAR OF SUCH NOTIFICATION OF DISASSOCIATION,
- C. NOTIFICITION OF DISASSOCIATION SHALL BE WRITTEN.
- D. MARKET VALUE SHALL BE DETERMINED BY AGREENEBT OF ALL MEMBERS, REPRESENTATIVES, OR EXECUTORS, REGARDLESSOF THEIR PRO RATA SHRE INTEREST, IN THE EVENT NO SUSCH AGREEMENT CAN BE REACHED BY TAKING THE AVERAGE OF TWO ACCOUNTANTS, ACCOUNTANYTING FIRMS OF CPA
- E. IN THE EVENT THE OTGANIZATION IS VOLUNTARILY DISSOLVED, OR IN THE EVENT THE ORGANIZATION MUST VOLUNTARILY DISSOLVE THE AFFAIRS OF THE ORGANIZATION SHALL BE WOUND UP BY LIQUIDATING ALL THE EXISTING INVENTORY, INVESTMENTS, OR REAL ESTATE, COLLECTING ALL MONIESOWED, LIQUIDATINGTHE REMAINING ASSETS OF THE ORGANIZATION PAYING CREDITORS AND THEN DISTRIBUTING THE REMAINING CASH OR CAPITAL AMONG THE MEMBERS PRO RATA TO THEIR MEMBERSHIP INTEREST IN THE


20180626000226970 2/6 \$159.00
Shelby Cnty Judge of Probate, AL
06/26/2018 12:16:28 PM FILED/CERT

ORGANIZATION ITSELF AS AGREED TO BY A MAJORITY OF THE MEMBERS BY A VOTE BASED UPON THE PRO RATA VALUE OF THE MEMBERSHIP OR OWNERSHIP INTEREST IN THE ORGANIZATION OR BY METHOD CONTAINED IN ARTICLE 7 D

- F. IN NO EVENT SHALL WINDING UP THE ORGANIZATION'S BUSINESS AFFAIRS TAKE LONGER THAN ONE YEAR
- G. IN THE EVENT OF THE DEATH OF A MEMBER THE SURVIVING MEMBER OR MEMBERS SHALL INHERIT THE INTEREST OF THE DECEASED. IN THE CASE OF MORE THAN ONE SURVIVING MEMBER THE INTEREST SHALL BE DISTRIBUTED ACCORDING TO THE PRO RATA SHARE OF EACH MEMBER.

ARTICLE 8 MANAGEMENT

- A. MANAGEMENT SHALL BE VESTED IN THE MEMBERS BASED ON THE PRO RATA VALUE OF THEIR MEMBERSHIP OR OWNERSHIP INTEREST IN THE ORGANIZATION PRO RATA BASIS.
- B. SUCH MEMBERS SHALL BE REFERRED TO AS EXECUTIVE MANAGEMENT IN THE OPERATING AGREEMENTS WHERE THEIR DUTIES WILL BE DEFINED.

ARTICLE 9 ALLOCATION OF PROFIT AND LOSSES

A PROFITS SHALL BE ALLOCATED ACCORDING TO THE PRO RATA MEMBERSHIP OR OWNERSHIP INTEREST OF THE OWNERS

LOSSES SHALL BE ALLOCATED TO THE PRO RATA MEMBERSHIP OF OWNERSHIP INTEREST OF THE OWNERS

ARTICLE 10 TAXATION

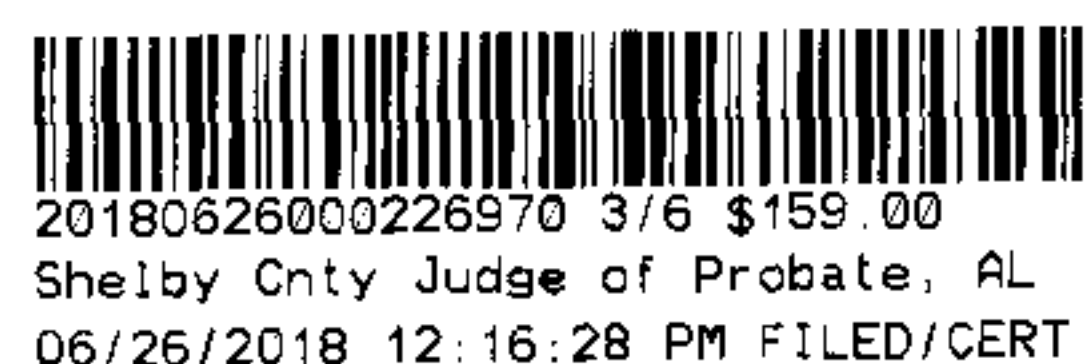
ALL INCOME TAXES SHALL FLOW THROUGH THE LLC TO BE PAID BY THE INDIVIDUAL MEMBER OF THE PRO RATA ACCORDING TO THEIR INTEREST OF OWNERSHIP IN THE ORGANIZATION.

THE MEMBERS MAY AGREE TO APPORTION INCOME TAXES BY OTHER THAN PRO RATA BY THE EXPRESS WRITTEN CONSENT.

ARTICLE 11 OPERATING AGREEMENT

LOPEZ LANDSCAPER LLC SHALL ADOPT AN OPERATING AGREEMENT WHICH SHALL PROVIDE THE RIGHT AND RESPONSIBILITIES OF EXECUTIVE MANAGEMENT AND ANY OTHER MANAGERS AS MAY BE HIRED BY THE ORGANIZATION.

THE OPERATING AGREEMENT SHALL BE AS FOLLOWS:



**OPERATING AGREEMENT
ITEM 1
EXECUTIVR MANAGEMENT**

MEMBERS OF THE ORGANIZATION SHALL BE HERE IN KNOWN AS EXECUTIVE MANAGEMENT FOR THE OURPOSE OF THE OPERATING AGREEMENT.

CONTROLLING DECISIONS OF OF EXECUTIVE MANAGEMENT SHALL BE BASED UPON THEIR PRO RATA MEMBERSHIP OR OWNERSHIP INTEREST AS PROVIDED IN ARTICLE 8 OF THE ARTICLES

EXECUTIVE MANAGEMENT SHALL PRIMARILY BE CONCERNED WITH THE FINANCIAL MANAGEMENT OF THE ORGANIZATION.

IN ALL INSTANCES AND EVENTS WHERE EXECUTIVE MANAGEMENT DEEM NECESSARY THEY SHALL HAVE FULL AND FINAL AUTHORITY TO MAKE DECISIONS AFFECTING DAY-TO-DAY OPERATIONS AS OCCOSIONS MAY ARISE

**ITEM 2
AMENDING THE OPERATING AGREEMENT**

THE OPERATIING AGREEMENT MAY BE AMENDED BY EXECYTIVE MANAGEMENT BY A VOTE

SUCH A VOTE SHALL BE BASED ON THE PRO RATA VALUE OF THEIR MEMBERSHIP OR OWNERSHIP INTEREST IN THE ORGANIZATION WITH THE GREATER OF THE INTEREST VOTE CONTROLLING

ANY SUCH AMENDMENT MUST BE IN WRITING AND SIGNED BY ALL MEMBERS

AN AMMENDMENT TO THE OPERATING AGREEMENT MUST BE ATTACHED TO THE COPY OF THE ARTICLES AND KEPT AT THE REGISTERED OFFICE AND MEET ANY AND ALL OTHER REQUIREMENTS PROVIDED BY THE STATE OF ALABMA TO BE VALID.

**ITEM 3
ADDITIONAL TERMS**

ANY OPERATION NOT COVERED BY THIS OPERATING AGREEMENT MAY CONSIDERED AS "DAY-TO-DAY" OPERATIONS

THE ABSENCE OF SPECIFIC TERMS CONCERNING DAY-TO-DAY OPERATIONS SHOULD NOT BE CONSIDERED AS A LIMITATION ON THE RIGHTS AND DUTIES OF EITHER EXECUTIVE MANAGEMENT OR OTHER WHO MAY BE HIRED OR CONTRACTED TO MANAGE THE BUSINESS

THE OPERATING AGREEMENT SHALL BE DEEMED RATIFIED BY THE MEMBERS OF THIS ORGANIZATION BY SUCH MEMBERS SIGNING THESE ARTICLES



20180626000226970 4/6 \$159.00
Shelby Cnty Judge of Probate, AL
06/26/2018 12:16:28 PM FILED/CERT

MEMBERS AND CONTRIBUTIONS

THE INITIAL MEMBER NAME AND ADDRESS OF VALENCIA DRYWALL AND PAINTING LLC IS:

1. BILLY R PERRY

MEMBER CONTRIBUTION TO THE ORGANIZATION IS AS INDICATED

1. BILLY R PERRY AGREES TO CONTRIBUTE -100%-

ARTICLE 6

ADMISSION OF NEW MEMBERS



Prepared by
BDO & By LKA



20180626000226970 5/6 \$159.00
Shelby Cnty Judge of Probate, AL
06/26/2018 12:16:28 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:

RITEWAYY EMTERPREISE LLC

This name reservation is for the exclusive use of BILLY PERRY, 300 SMOKEY
RIDGE DR, ALABASTER, AL 35007 for a period of one year beginning June 26,
2018 and expiring June 26, 2019



20180626000226970 6/6 \$159.00
Shelby Cnty Judge of Probate, AL
06/26/2018 12:16:28 PM FILED/CERT



RES802849

**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.**

June 26, 2018

Date

J. H. Merrill

John H. Merrill

Secretary of State