

ARTICLES OF ORGANIZATION
OF
BROTHERS3 LLC
ARTICLE 1
NAME

THE NAME OF THE ORGANIZATION SHALL BE BROTHERS 3 LLC

ARTICLE 2
DURATION

THE PERIOD OF DURATION OF THE ORGANIZATION TO BE KNOWN AS BROTHERS 3 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. BROTHERS 3 LLC SHALL CONTINUALLY MAINTAIN ITS REGISTERED OFFICE AT 95 CO RD 46 JEMISON, AL 35085
- b. BROTHERS 3 LLC REGISTERED SHALL BE VICTOR DELGADO, GONZALO DELGADO AND JESUS DELGADO ALL 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 BROTHERS 3 LLC IS
 - 1. VICTOR DELGADO
 - 2. GONZALO DELGADO
 - 3. JESUS DELGADO

- B. MEMBERS TO THE ORGANIZATION ARE AS FOLLOWS
 - 1. VICTOR DELGADO 33 1/3%
 - 2. GONZALO DELGADO 33 1/3%
 - 3. JESUS DELGADO 33 1/3%


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- C. FOR EACH MEMBERS CONTRIBUTION TO THE ORGANIZATION A PRO RATE MEMBERSHIP INTEREST OR OWNERSHIP SHALL BE RECEIVED.

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.

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- 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



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INVENTORY, INVESTMENTS, OR REAL ESTATE, COLLECTING ALL MONIES OWED, LIQUIDATING THE 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 ORGANIZATION ITSELF AS AGREED TO BY A MAJORITY OF THE MEMBERS BY A VOTE BASED UPON THE PRO RATA VALUE OF THE MEMBERSHIP OF 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

ALL 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



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BROTHERS 3 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
EXECUTIVE MANAGEMENT**

MEMBERS OF THE ORGANIZATION SHALL BE HEREIN KNOWN AS EXECUTIVE MANAGEMENT FOR THE PURPOSE OF THE OPERATING AGREEMENT.

CONTROLLING DECISIONS 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 OCCASIONS MAY ARISE

**ITEM 2
AMENDING THE OPERATING AGREEMENT**

THE OPERATING AGREEMENT MAY BE AMENDED BY EXECUTIVE MANAGEMENT BY A VOTE

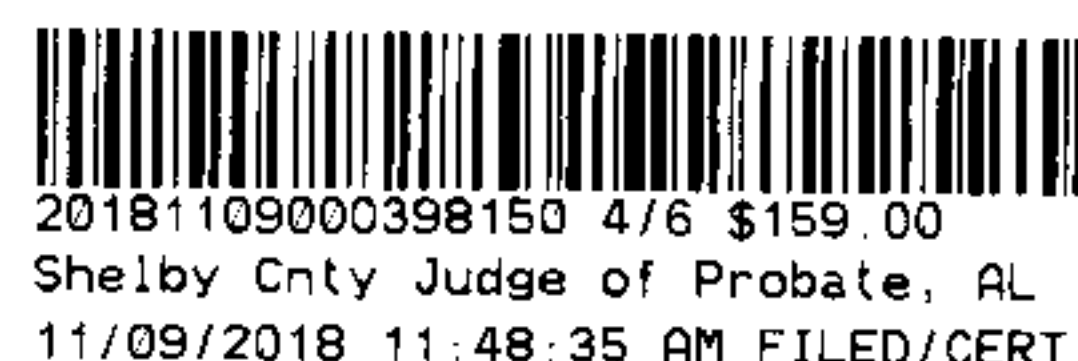
SUCH A VOTE SHALL BE BASED ON THE PRO RATA VALUE OF THEIR MEMBERSHIP OR OWNERSHIP INTEREST IN THE ORGANIZATION WITH THE GREATER OF THE INTEREST VOTE CONTROLLING

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

AN AMENDMENT 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 ALABAMA TO BE VALID.

**ITEM 3
ADDITIONAL TERMS**

ANY OPERATION NOT COVERED BY THIS OPERATING AGREEMENT MAY BE 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

AFFIRMATION OF ARTICLES OF ORGANIZATION


THE BELOW SIGNED INDIVIDUALS HEREBY EXECUTE THESE ARTICLES AND AFFIRM THAT THE FACTS CONTAINED HEREIN ARE TRUE. THE MEMBERS CERTIFY THEIR AGREEMENT TO THESE ARTICLES OF THE ORGANIZATION AND TO THE OPERATING AGREEMENT AND ALL TERMS AND CONDITIONS CONTAINED HEREIN.

(MEMBER) Victor Delgado Date 11/9/18

(MEMBER) Gonzalo Delgado DATE 11/9/18

(MEMBER) Jesus Delgado DATE 11/9/18

Instrument prepared by
Books by Lisa LLC
(205) 664-1061


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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:

BROTHERS 3 LLC

This name reservation is for the exclusive use of BROTHERS 3 LLC, 95 CO RD
46, JEMISON, AL 35085 for a period of one year beginning November 09, 2018
and expiring November 09, 2019

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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.**

November 09, 2018

Date

J. H. Merrill

John H. Merrill

Secretary of State