

STATE OF ALABAMA)

JEFFERSON COUNTY)

This Instrument Prepared By:

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AMENDMENT TO ARTICLES OF ORGANIZATION
OF
ROOFING ALABAMA, LLC

[AN ALABAMA LIMITED LIABILITY COMPANY]

Pursuant to the provisions of §10A-1-1, et seq., Code of Alabama (1975) (the "*Alabama Limited Liability Company Act*") the undersigned, MICHAEL A. HEARD, hereby adopts the following Amendment to the Articles of Organization:

ARTICLE ONE

The name of the Limited Liability Company is ROOFING ALABAMA, LLC.

ARTICLE TWO

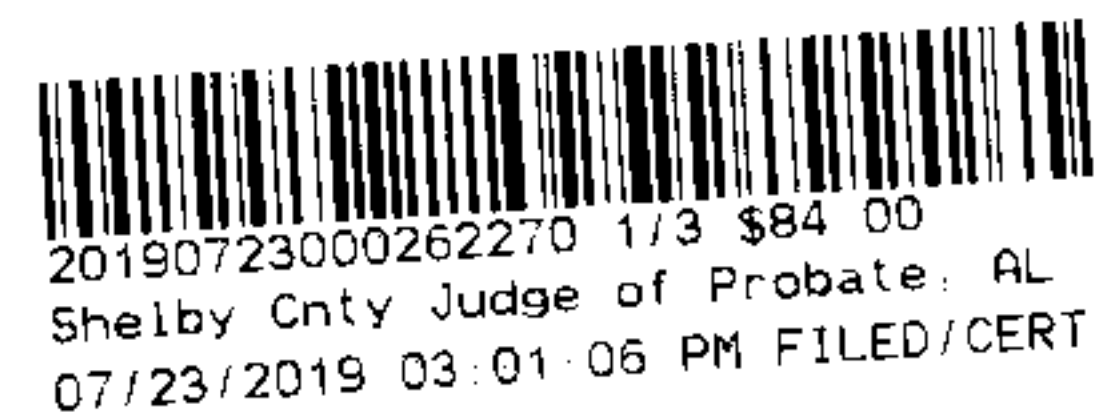
The date of filing of the Article of Organization of the Limited Liability Company was August 17th, 2011.

ARTICLE THREE

The Articles of Organization of the Limited Liability Company are being amended for the purpose of adding new members and the removing old members pursuant to the execution of an AGREEMENT FOR THE SALE AND PURCHASE OF BUSINESS. The change in membership is as follows:

OLD MEMBER: MICHAEL A. HEARD

NEW MEMBER: MICHAEL SCOTT DUNSCOMBE



ARTICLE FOUR


This amendment was adopted in a manner consistent with the provisions of the "*Alabama Limited Liability Company Act*", including its unanimous approval by all current and existing members entitled to vote at the Special Meeting of the Limited Liability Company that occurred on the 19 day of July, 2019

Any and all other provisions not inconsistent with the law for the regulation of the internal affairs of the Limited Liability Company remain in full force and effect, including those provisions set forth in the Operating Agreement of the Limited Liability Company previously executed.

IN WITNESS THEREOF, the undersigned, MICHAEL A. HEARD, being the previous/former sole member and operating manager of the Company and MICHAEL SCOTT DUNSCOMBE, being the current sole member and operating manager of the Company have executed this Amendment to the Articles of Organization on the 19 day of July, 2019.


MICHAEL A. HEARD
FORMER MEMBER/MANAGER


MICHAEL SCOTT DUNSCOMBE
CURRENT MEMBER/MANAGER


20190723000262270 2/3 \$84.00
Shelby Cnty Judge of Probate, AL
07/23/2019 03:01:06 PM FILED/CERT

MINUTES OF A SPECIAL MEETING
OF
ALL OF THE CURRENT MEMBERS OF
ROOFING ALABAMA, LLC

[AN ALABAMA LIMITED LIABILITY COMPANY]

The Special meeting of all of the current Members of ROOFING ALABAMA, LLC, an Alabama Limited Liability Company, was held at Suite 715, Frank Nelson Building, Birmingham, Alabama, on the 19 day of July, 2019, at the call of the Manager named in the Articles of Organization of the Limited Liability Company ("Company"). The following Organizer(s) and Member(s) were present in person at that meeting:

(a) MICHAEL A. HEARD

MICHAEL A. HEARD was selected and acted as Chairman of the meeting, and STEVEN ELLIS acted as Secretary thereof.

The Chairman next announced that a quorum was present, and that the meeting was open for the transaction of business.

The Chairman announced that the first order of business to come before the meeting was the admission of a new Member to the Company pursuant to the provisions of § 10-12-31, Code of Alabama (1975) (the "*Alabama Limited Liability Company Act*"). The Chairman then announced that, based upon an AGREEMENT FOR THE SALE AND PURCHASE OF BUSINESS it was the desire of MICHAEL SCOTT DUNSCOMBE to acquire 100% of the LLC membership interest of MICHAEL A. HEARD (the "sharing ratio" as described in Section 4.01 of the OPERATING AGREEMENT) in the Company; and, further stated that it was in the Company's best interest to allow and ratify this agreement.

After discussion, upon motion duly made, seconded and unanimously adopted, it was,

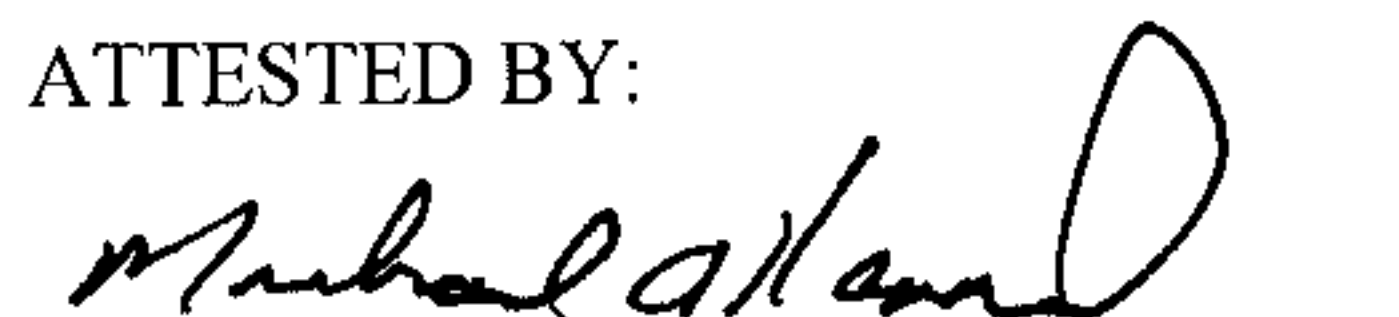
"RESOLVED, that, the AGREEMENT FOR THE SALE AND PURCHASE OF BUSINESS is hereby ratified; and, that MICHAEL SCOTT DUNSCOMBE shall hereby be admitted as a new Member of the Company, having, a 100% membership interest and/or an equivalent "sharing ratio" (as described in Section 4.01 of the OPERATING AGREEMENT) in the Company's future Income, Deductions, Gains, Losses, Credits, Distribution and/or Liquidations as of this date. It is further hereby resolved that the OPERATING AGREEMENT of the Company shall be immediately amended to reflect the addition of the above-stated individual as having that membership interest and/or an equivalent "sharing ratio" as indicated above in the Company's future Income, Deductions, Gains, Losses, Credits, Distribution and/or Liquidations effective as of this date.

There being no further business to come before the meeting, the meeting was declared adjourned.



STEVEN ELLIS/ SECRETARY

ATTESTED BY:



MICHAEL A. HEARD/ CHAIRMAN