

**ARTICLES OF ORGANIZATION  
OF  
BCNB MANAGEMENT, LLC**

The undersigned, being a natural person of at least 18 years of age and acting as the Organizer of the Limited Liability Company hereby being formed under the Alabama Limited Liability Company Law of 2014, does hereby adopt the following Articles of Organization for the Limited Liability Company:

**FIRST:** The name of the Limited Liability Company is:

**BCNB MANAGEMENT, LLC**

**SECOND:** The term of existence of the Limited Liability Company shall be perpetual, unless the Limited Liability Company is sooner terminated by the occurrence of an event set forth in the Operating Agreement.

**THIRD:** The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Alabama Limited Liability Company Law of 2014, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**FOURTH:** The street address of the initial registered office of the Limited Liability Company in Alabama is 1029 South Hampton Place, Birmingham, AL 35242, and the name of the initial registered agent of the Limited Liability Company to whom process may be sent in Alabama at that address is William Blue Akers.

**FIFTH:** The principal office of the Limited Liability Company is 1029 South Hampton Place, Birmingham, AL 35242.

**SIXTH:** The Limited Liability Company is to be managed by the Managing Members. The names and addresses of the initial Managing Members are: WILLIAM BLUE AKERS, having an address at 1029 South Hampton Place, Birmingham, AL 35242, and NICOLE LYN AKERS, having an address at 1029 South Hampton Place, Birmingham, AL 35242. The foregoing Managing Members shall serve as Managing Members until the first annual meeting of the Members or until their successors are duly appointed.

**SEVENTH:** The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the affirmative vote or consent of Members holding two-thirds of the Members' Percentage Interests, in accordance with the terms and conditions of the Operating Agreement of the Limited Liability Company.



EIGHTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Managing Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

NINTH: The name and business address of the Organizer of the Limited Liability Company are: Josh L. Hartman, 3138 Cahaba Heights Rd, Suite 110, Vestavia Hills, AL 35243.

TENTH: The names and addresses of the Members of the Limited Liability Company are: WILLIAM BLUE AKERS, having an address at 1029 South Hampton Place, Birmingham, AL 35242, and NICOLE LYN AKERS, having an address at 1029 South Hampton Place, Birmingham, AL 35242 (collectively hereinafter referred to as "Managing Members"), and WILLIAM THOMAS REEVES, JR., having an address at 340 Karis Drive, Dadeville, AL 36853.

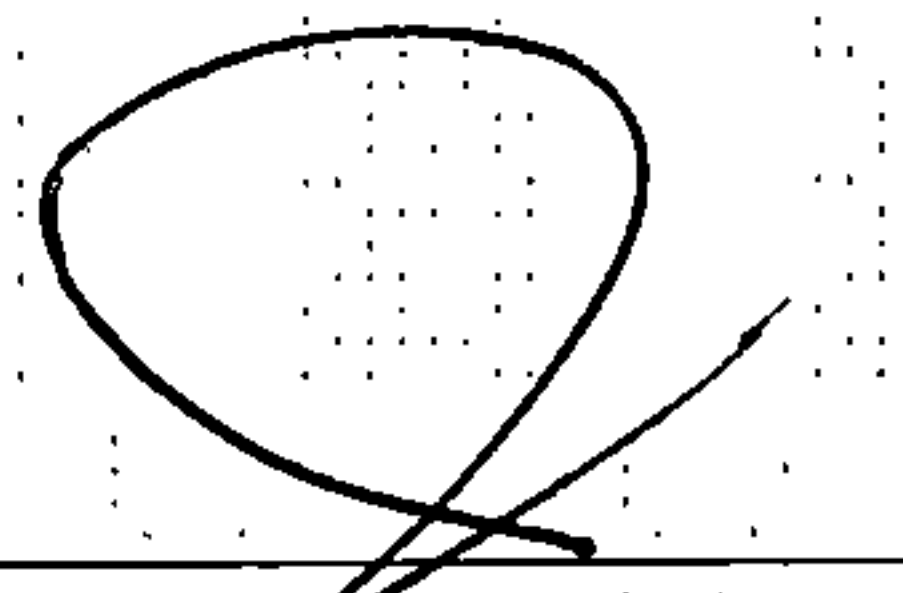
ELEVENTH: At the date of filing of these Articles of Organization, the Limited Liability Company has two Managing Members and one Members.

TWELFTH: The Limited Liability Company does not have the power to expel a Member.

THIRTEENTH: No the Members or parties to a contribution agreement or a contribution allowance agreement have preemptive rights.


FOURTEENTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Articles of Organization on September 17<sup>th</sup>, 2019.

  
\_\_\_\_\_  
Josh L. Hartman  
Organizer

Return to:

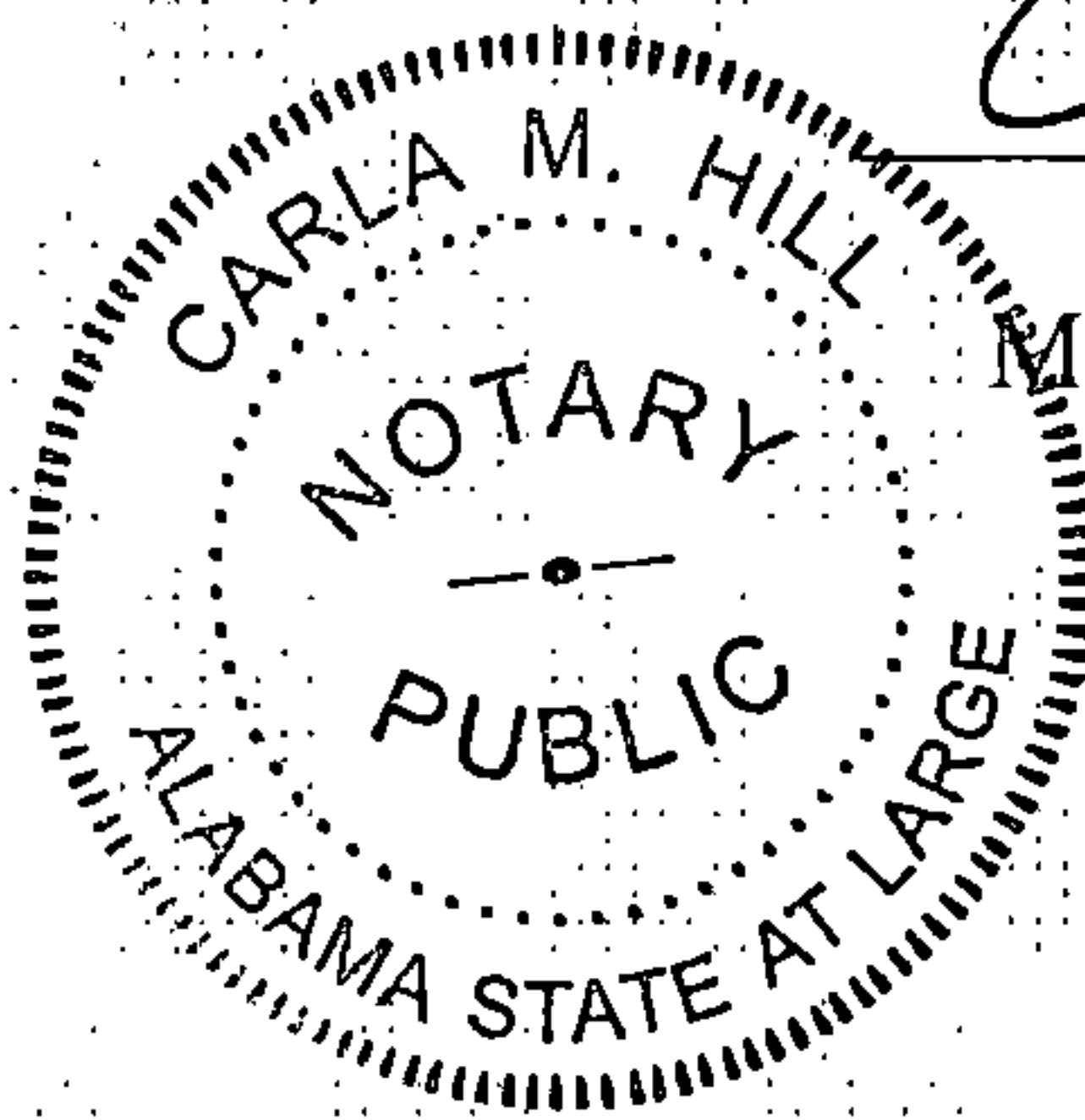
Josh L. Hartman, Esq.  
3138 Cahaba Heights Rd, Suite 110  
Vestavia Hills, AL 35243

  
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Shelby Cnty Judge of Probate, AL  
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STATE OF ALABAMA, COUNTY OF JEFFERSON

I, Carla M. Hill, a notary public, hereby certify that Josh L. Hartman, whose name is signed to the foregoing Articles of Organization, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Organization, he/she executed the same voluntarily on this 17<sup>th</sup> day of September, 2019.

Given under my hand and official seal this 17<sup>th</sup> day of September, 2019.



*Carla M Hill*  
Notary Public  
My commission expires on 3/23/23

  
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Shelby Cnty Judge of Probate, AL  
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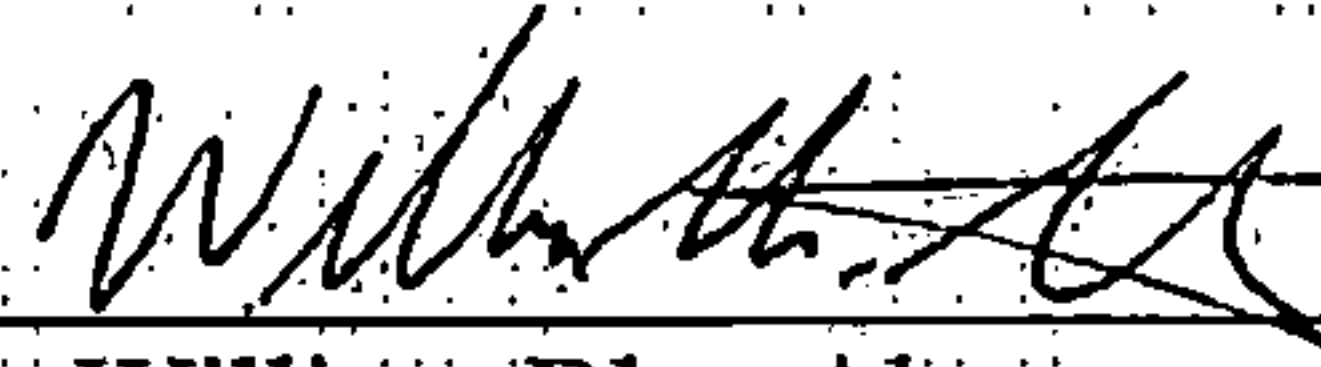


**CONSENT TO APPOINTMENT  
BY REGISTERED AGENT**

I, having been named as Registered Agent for BCNB MANAGEMENT, LLC, hereby voluntarily consent to serve as Registered Agent for BCNB MANAGEMENT, LLC.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Alabama Limited Liability Company Law of 2014, and I hereby accept those duties and responsibilities.

Dated: September 17, 2019



William Blue Akers



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Shelby Cnty Judge of Probate, AL  
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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:

**BCNB Management, LLC**

This name reservation is for the exclusive use of Hartman, Springfield & Walker, LLP, P. O. Box 846, Birmingham, AL 35201-0846 for a period of one year beginning September 13, 2019 and expiring September 13, 2020

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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.**

September 13, 2019

Date

*J. H. Merrill*

John H. Merrill

Secretary of State