

Division of Corporations

Page 1 of 1

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FLORIDA LIMITED LIABILITY CO.  
CHIPENFROG, L.L.C.

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H11000012420 3

**ARTICLES OF ORGANIZATION**

**FOR**

**CHIPENFROG, L.L.C.**

a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be CHIPENFROG, L.L.C. ("Company").

**ARTICLE II - ADDRESS**

The initial street address and the mailing address of this Company is 119 Euclid Avenue, Birmingham, Alabama 35213. Elizabeth J. Walters, 16215 Panama City Beach Parkway, Panama City Beach, Florida, 32413 is hereby designated as registered agent for this Company.

**ARTICLE III - DURATION**

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion,

Prepared by:  
Elizabeth J. Walters, Esq. - Florida Bar #0049468  
Burke, Blue, Hutchison, Walters & Smith, P.A.  
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(850) 236-4444  
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H11000012420 3

H11000012420 3

bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

#### ARTICLE IV - MANAGEMENT

The Company is to be managed by the members and the name and address of the managing member is:

<u>NAME</u>	<u>ADDRESS</u>
J. Wallace Nall, Jr.	119 Euclid Ave. Birmingham, AL 35213
William Cobb Hazelrig	P.O. Box 530444 Birmingham, AL 35253

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

Elizabeth J. Walters  
16215 Panama City Beach Parkway  
Panama City Beach, FL 32413

#### ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operating Agreement of this Company.

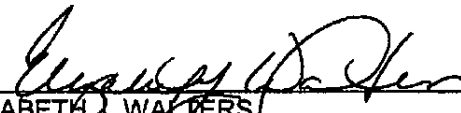
#### ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which

H11000012420 3

terminates the continued membership of a member in the company pursuant to the Operating Agreement.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 24<sup>th</sup> day of November, 2010, for the purpose of forming this limited liability company under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true.

  
ELIZABETH J. WALTERS  
BURKE, BLUE, HUTCHISON, WALTERS  
& SMITH, P.A.

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of November, 2010, by Elizabeth J. Walters, who is personally known to me.

(SEAL)



  
MARGARET M. CLARK  
(Print Name)

Notary Public

Serial # \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

H11000012420 3

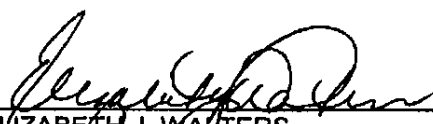
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that CHIPENFROG, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 119 Euclid Avenue, Birmingham, Alabama 35213 has named Elizabeth J. Walters located at 16215 Panama City Beach Parkway, Panama City Beach, County of Bay, State of Florida, 32413 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
ELIZABETH J. WALTERS  
BURKE, BLUE, HUTCHISON, WALTERS  
& SMITH, P.A.

(Resident Agent)

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