



1210030238

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

October 5, 2012

1210030238

KATHY UNLAND
DUNCAN & THOMPSON CONSTRUCTION SERVICES, L.L.C.
PO BOX 361762
BIRMINGHAM, AL 35236

RECEIPT

RE: DUNCAN & THOMPSON CONSTRUCTION SERVICES, L.L.C.

ID: T051471 - 3

DCN: 12-09-25-0233

Dear Customer:

This receipt acknowledges payment of \$100.00 to cover the fee for filing an application for a certificate of registration to transact business in Virginia with this office.

The effective date of the registration is October 5, 2012.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

RECEIPTLC
LLNCF
CIS0339

LETTER OF TRANSMITTAL

Duncan & Thompson Construction Services, L.L.C.

PO Box 361762
Birmingham, AL 35236
(205) 403-9151 Fax (205) 403-9153

Date:	<u>21-Sep-12</u>	Job No.	_____
RE:	<u>Certificate of Authority</u>		

*CB
10-3
\$100*

120925 0233

TO: State Corporation Commission
1300 East Main Street
Tyler Building, 1st Floor
Richmond, VA 23219

Name Availability Done In:
Initial: _____ Conflict with ID#: _____

efile: _____
CIS: _____

ATTN: _____

EMAIL: _____

PHONE: 804-371-9733 **Fax:** _____

No.	Date	Description
1	09/20/2012	Application for Certificate of Registration for Foreign LLC & required documents.
	"	Check #3694 \$100 file fee

THESE ARE TRANSMITTED FOR YOUR ACTION AS CHECKED BELOW:

<input type="checkbox"/> For Information	<input type="checkbox"/> Approved as Submitted	<input type="checkbox"/> Resubmit	<input type="checkbox"/> copies for approval
<input type="checkbox"/> For Approval	<input type="checkbox"/> Approved as Noted	<input type="checkbox"/> Submit	<input type="checkbox"/> copies for distribution
<input checked="" type="checkbox"/> For Your Use	<input type="checkbox"/> Returned for Corrections	<input type="checkbox"/> Return	<input type="checkbox"/> corrected print
<input type="checkbox"/> As Requested	<input type="checkbox"/> For Review & Comments		

2012 SEP 25 AM 10:58

Copy To: Job File

Thank You,
Duncan & Thompson Construction Services, LLC

Kathy Unland

*OK JBO 10/5/12
100
100*

If enclosures are not as noted, kindly notify us at once.

Foreign (AL) LLC

TO 514713

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 5, 2012

The State Corporation Commission has found the accompanying application for a certificate of registration to transact business in Virginia submitted on behalf of

DUNCAN & THOMPSON CONSTRUCTION SERVICES, L.L.C.

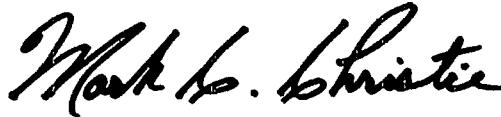
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF REGISTRATION TO TRANSACT BUSINESS IN
VIRGINIA

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective October 5, 2012.

STATE CORPORATION COMMISSION

By



Mark C. Christie
Commissioner



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

12110030238

LLC-1052
(04/09)

APPLICATION FOR A CERTIFICATE OF REGISTRATION TO
TRANSACTION BUSINESS IN VIRGINIA AS A FOREIGN LIMITED LIABILITY COMPANY

1. The name of the foreign limited liability company is (include, if required, any "for use in Virginia" name in parentheses)
Duncan & Thompson Construction Services, L.L.C.

2. The foreign limited liability company was formed under the laws of
Alabama on 2/24/1997
(state or other jurisdiction of formation) (date of limited liability company's formation)

3. (Mark if applicable:) The limited liability company was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See instructions.) *Set forth the additional required information on an attachment.*

4. A. The name of the limited liability company's registered agent in VIRGINIA is
C T Corporation System ✓

B. The registered agent is (mark appropriate box):

- (1) an INDIVIDUAL who is a resident of Virginia and
 - a member or manager of the limited liability company.
 - a member or manager of a limited liability company that is a member or manager of the limited liability company.
 - an officer or director of a corporation that is a member or manager of the limited liability company.
 - a general partner of a general or limited partnership that is a member or manager of the limited liability company.
 - a trustee of a trust that is a member or manager of the limited liability company.
 - a member of the Virginia State Bar.

OR

(2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

C. The limited liability company's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

4701 Cox Road, Suite 301 Glen Allen, VA 23060
(number/street) (city or town) (zip)

which is physically located in the county or city of Henrico

5. The post office address, including the street and number, of the limited liability company's principal office is
520 Mineral Trace, Suite D Birmingham, Alabama 35244

(number/street) (city or town) (state) (zip)

6. The Clerk of the Commission is irrevocably appointed as the agent of the limited liability company for service of process if the company fails to maintain a registered agent in Virginia as required by § 13.1-1015 of the Code of Virginia, the registered agent's authority has been revoked, the registered agent has resigned, or the registered agent cannot be found or served with the exercise of reasonable diligence.

7. The limited liability company is a "foreign limited liability company" as defined in § 13.1-1002 of the Code of Virginia.

Executed in the name of the foreign limited liability company by:

9/20/2012 205-403-9151
(signature) (date) (telephone number (optional))

Curtis Thompson

(printed name)

Member

(title (e.g., member or manager)) (see instructions for requisite signature)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Articles of Formation filed on behalf of Duncan & Thompson Construction Services, L.L.C., as received and filed in the Office of the Secretary of State on 02/24/1997.



20120920000001724

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.

09/20/2012

Date

Beth Chapman

Beth Chapman

Secretary of State

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

9 7 0 2 / 8 1 4 6

1210030238

#	655979
Posted by:	Checked by:
<i>RSW</i>	<i>[Signature]</i>

ARTICLES OF ORGANIZATION
of
DUNCAN & THOMPSON CONSTRUCTION SERVICES, L.L.C.

The undersigned two or more persons hereby form a limited liability company under the Alabama Limited Liability Company Act and adopt as the ARTICLES OF ORGANIZATION of such limited liability company the following:

I. The name of the limited liability company:

DUNCAN & THOMPSON CONSTRUCTION SERVICES, L.L.C.
(the "Company") *Random*

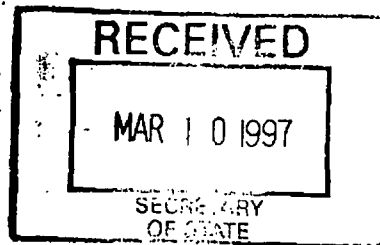
II. The period of its duration shall be until January 1, 2060.

III. The purpose for which the limited liability company is organized:

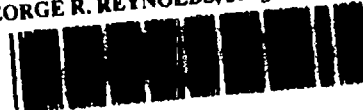
The principal purpose of the limited liability company shall be to provide building and construction services of all kinds and character for residential, commercial and industrial projects, and the like.. Moreover, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Alabama, excluding banking and insurance, including all powers and purposes now and hereafter by law granted to a limited liability company.

IV. A. The address of the principal place of business^{and registered office} in Alabama:

5231 Overland Trace
Birmingham, Alabama 35244



State of Alabama - Jefferson County
I certify this instrument filed on:
1997 FEB 24 P.M. 15:52
Recorded and \$
and \$ 36.00 Total \$ 36.00
Deed Tax and Fee Amt
\$ GEORGE R. REYNOLDS, Judge of Probate



9702/8146

COPY

B. The name and address of the registered agent in Alabama:

Tommy R. Duncan
 5231 Overland Trace
 Birmingham, Alabama 35244

V. The names and mailing address of the initial members of the limited liability company are:

- | | | | |
|----|---|----|---|
| 1. | Tommy R. Duncan
5231 Overland Trace
Birmingham, Alabama 35244 | 2. | Curtis Y. Thompson, Sr.
4660 Sulphur Springs Road
Birmingham, Alabama 35226 |
|----|---|----|---|

The total additional contributions, if any, agreed to be made by all Members and the times at which or events upon the happening of which they shall be made:

Additional contributions shall be made at such times and in such amounts as may be unanimously agreed by the Members as provided in the Operating Agreement of the Company.

VI. The right, if given, of the Members to admit additional members, and the terms and conditions of the admission:

Additional members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the Operating Agreement of the Company.

VII. The right, if given, of the remaining Members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in the limited liability company:

The remaining Members of the company may continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in the company upon unanimous agreement and as provided in the Operating Agreement of the company.

VIII. Management of the Company is reserved to the following Managing Members. The name and address of the managers are:

- | | |
|--|--|
| 1. Tommy R. Duncan
5231 Overland Trace
Birmingham, Alabama 35244 | 2. Curtis Y. Thompson, Sr.
4660 Sulphur Springs Road
Birmingham, Alabama 35226 |
|--|--|

The managing member is authorized to sign all checks, deeds, notes, mortgages, contracts, subcontracts and/or other obligations of the Company for and on behalf of said Company. The managing members shall sign all such documents. The managing members shall handle the day-to-day operation of the business. The managing members must approve of all obligations incurred for the use and benefit of the Company.

IX. Any other provision for the regulation of the internal affairs of the limited liability company:

- (1) The Company shall indemnify an individual made a party to a proceeding because he is or was a Member, officer, organizer, employee or agent of the Company against liability incurred in the proceeding if:
 - (a) He conducted himself in good faith;
 - (b) He reasonably believed that his conduct was in or at least not opposed to the Company's best interest; and
 - (c) In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.
- (2) Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan, if the individual reasonably believed his conduct to be in the interests of the participants in and beneficiaries of such plan.
- (3) The Company shall pay for or reimburse the reasonable expenses incurred by a Member, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) The individual furnishes the Company a written affirmative of his good faith belief that he has met the standard of conduct described herein;
- (b) The individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; or
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

- (4) The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any Member, officer, organizer, employee or agent may be entitled under any by-law, agreement, vote of disinterested Members or otherwise. The ARTICLES OF ORGANIZATION shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These ARTICLES OF ORGANIZATION shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.
- (5) In addition to the foregoing, the Company shall indemnify and save the organizers harmless for all acts taken by them as organizers of the Company and shall pay all costs and expenses incurred by or imposed upon them as a result of the same, including compensation based upon the usual charges for any time expenditures required of them in pursuit of the defense against any liability arising on the account of acting as organizers or arising on the account of enforcing the indemnification right hereunder, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

DATED: February _____, 1997.

Tommy R. Duncan

TOMMY R. DUNCAN

Curtis Y. Thompson, Sr.

CURTIS Y. THOMPSON, SR.

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that TOMMY R. DUNCAN, whose name is signed to the foregoing Agreement, and who is known to me acknowledged before me on this date, that, being informed of the contents of the Agreement, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 24 day of February, 1997.

Beth L. Reed

Notary Public
My Commission Expires: 12-3-99

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that CURTIS Y. THOMPSON, SR., whose name is signed to the foregoing Agreement, and who is known to me acknowledged before me on this day, that, being informed of the contents of the Agreement, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 24 day of February, 1997.

Beth L. Reed

Notary Public
My Commission Expires: 12-3-99

COR/DUNCAN.AOO

**State of Alabama
Jefferson County**

I, the Undersigned, as Judge of the Court of Probate
in and for said County, in said State, hereby certify that
the foregoing is a full, true and correct copy of the instru-
ment with the filing of same as appears of record in this
office in Vol. 9702 Record of
on page 8146

Given under my hand and official seal, this the 24th
day of Feb 1897

Michael F. Bolin
Judge of Probate

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Miscellaneous Entry filed on behalf of Duncan & Thompson Construction Services, L.L.C., as received and filed in the Office of the Secretary of State on 03/03/1997.



20120920000001724

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.

09/20/2012

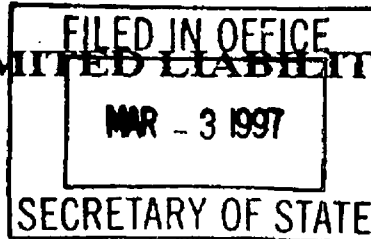
Date

Beth Chapman

Beth Chapman

Secretary of State

REPORT OF DOMESTIC LIMITED LIABILITY COMPANY



#655-979	
Posted by: <i>RTW</i>	Checked by: <i>CB</i>

BE IT KNOWN, THAT

DUNCAN & THOMPSON CONSTRUCTION SERVICES, L.L.C.

(Name of L.L.C.)

A Limited Liability Company organized pursuant to the provisions of Act No. 93-724 of the 1993 Alabama Legislature, hereby makes this report to the Secretary of State:

That the Limited Liability Company was formed and organized by executing and recording the Articles of Organization in the office of the Judge of Probate of Jefferson County on 2/24/97.

That the address of the principal office in Alabama of the Limited Liability Company is:

5231 Overland Trace, Birmingham, Alabama 35244

(STREET OR P.O. BOX, CITY, STATE AND ZIP CODE)

That the address of the office in Alabama at which the the records required by Section 16 of the Act shall be kept is :

5231 Overland Trace, Birmingham, Alabama 35244

(STREET OR P.O. BOX, CITY, STATE AND ZIP CODE)

That the name and address of the agent for service of process is:

Tommy R. Duncan, 5231 Overland Trace, Birmingham, Alabama 35244

5231 Overland Trace, Birmingham, Alabama 35244

(STREET ADDRESS ONLY, CITY, STATE AND ZIP CODE)

IN WITNESS THEREOF, THIS 24th DAY OF February, 19 97 AT Birmingham, Alabama

(CITY & STATE)

Tommy R. Duncan

 TOMMY R. DUNCAN (SIGNATURE OF AUTHORIZED MEMBER)

Curtis Y. Thompson, Sr.

 CURTIS Y. THOMPSON, SR.

Mail completed form with \$5.00 fee to:

Secretary of State
 Corporate Section
 P.O. Box 5616
 Montgomery, Alabama 36103-5616
 (205) 242-5324

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Miscellaneous Entry filed on behalf of Duncan & Thompson Construction Services, L.L.C., as received and filed in the Office of the Secretary of State on 12/28/2001.



20120920000001724

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.

09/20/2012

Date

Beth Chapman

Beth Chapman

Secretary of State

COPY

12/0030258/7	
Posted by: JF	Checked by: <i>[Signature]</i>

STATE OF ALABAMA)

JEFFERSON COUNTY)

200116 / 3016

1210030258

**FIRST AMENDMENT TO THE
ARTICLES OF ORGANIZATION**

of

DUNCAN & THOMPSON CONSTRUCTION SERVICES, L.L.C.

Pursuant to the provisions Section 10-12-1 et, seq., of the Code of Alabama of 1975, as amended, the undersigned hereby adopts the following amendments to the Articles of Organization (The Articles) of Duncan & Thompson Construction Services, L.L.C.:

- 1) The name of the limited liability company is Duncan & Thompson Construction Services, L.L.C. (the Company). *random*
- 2) The Company's Articles were filed in the office of the Judge of Probate of Jefferson County, Alabama, on the 24th day of February, 1997, and recorded at Volume 9702, Page 8146.
- 3) The Company's Articles are hereby amended to reflect a change of address of the Registered Agent and principal place of business of the Company from 5231 Overland Trace, Birmingham, AL 35244 to 520 Mineral Trace, Birmingham, AL 35244.
- 4) By the unanimous consent of the initial Members of the Company, the Articles are further amended to reflect that the following individuals were admitted as Members of the Company effective January 1, 2001, to serve as the Managing Members in place of the former Managing Members, Tommy R. Duncan, Curtis Y. Thompson, Sr., namely:

Kim W. Duncan - Managing Member
Paula P. Thompson - Managing Member

- 5) Except as herein and hereby amended, modified or changed, all items and provisions of the Company's Articles of Organization shall continue in full force and effect according to the terms thereof.

IN WITNESS WHEREOF, the undersigned, have executed this First Amendment on this 27th day of December 2001.

[Signature]

Tommy R. Duncan, Member

RECEIVED

JAN 07 2002

SECRETARY
OF STATE

State of Alabama
Jefferson County

I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office in vol. 200116 page 3016

Given under my hand and official seal, this the 2nd day of JANUARY, 2002.

Michael K. Colvin
Judge of Probate