

ARTICLES OF ORGANIZATION  
OF  
ACME MACHINERY, L.L.C.

*This is for discussion purposes only. Before signing any legal document you should seek the advice of your own legal counsel.*

TO THE SECRETARY OF STATE  
OF THE STATE OF IOWA:

Pursuant to Section 301 of the Iowa Limited Liability Company Act, the undersigned adopts the following articles of organization for the company:

ARTICLE I

The name of the limited liability company is ACME MACHINERY, L.L.C.

ARTICLE II

The address of the initial registered office of the limited liability company is **4020 John Deere Road, Waterloo, Iowa**. The initial registered agent is **Johnny Twocylinder**.

ARTICLE III

The address of the principal office of the limited liability company is **4020 John Deere Road, Waterloo, Iowa**.

ARTICLE IV

The limited liability company's existence shall commence after the acceptance of these Articles of Organization by the Secretary of State of Iowa for filing in accordance with the Iowa Limited Liability Act and shall continue perpetually, unless sooner dissolved pursuant to the terms of its operating agreement, or as otherwise provided for by law.

ARTICLE V

The purpose of the Company shall be to engage in any legal and lawful business and to engage in all other such activities as necessary, customary, or authorized to conduct.

## ARTICLE VI

The management of the Company shall be vested in its **members** in the manner described in the Operating Agreement of the Company. No **member** shall be an agent of the Company unless expressly authorized in the Operating Agreement. No **member's** or any other person's act shall bind the Company except as expressly authorized by the Operating Agreement of the Company.

## ARTICLE VII

The business of the Company shall be governed by **managers** elected by the **members** as described in the Companies operating agreement.

## ARTICLE VIII

A **manager** of the company SHALL NOT BE PERSONALLY LIABLE to the Company or its members for monetary damages for a breach of fiduciary duty as a manager, except that this Article does not eliminate the liability of a manager to the extent the manager is found liable for any of the following : (1) breach of the manager's duty of loyalty , (2) an act or omission not in good faith or an act or omission that involves intentional misconduct or a knowing violation of the law on the part of the manager, or (3) a transaction from which the manager derives an improper personal benefit or a wrongful distribution in violation of the Iowa Code. In addition, a manager shall not be liable to the fullest extent allowed by any provision of the statues of Iowa currently allowed or hereafter enacted that further limits or eliminates the liability of a manger.

These Articles of Organization have been duly executed on September 15<sup>th</sup>, 2006, by the undersigned.

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Johnny Twocylinder, Organizer