

ARTICLES of ORGANIZATION  
of  
HILLSIDE INVESTMENTS, L.L.C.

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Act (Acts 1993, No 93-724) and any act amendatory thereof, supplementary thereto or substituted therefor (the "Act"), the undersigned do hereby sign and adopt these Articles of Organization (the "Articles") and upon the filing for record of these Articles of Organization in the Office of the Judge of Probate of the county in which the initial registered office is established under Article V herein, the existence of a limited liability company (the "Company"), under the name setforth in Article I hereof, shall commence. If any provision of these articles shall be held invalid or unenforceable, the remainder of the articles nevertheless shall remain in full force and effect.

ARTICLE I  
NAME

1.1 The name of the Company shall be Hillside Investments, L.L.C.

ARTICLE II  
DURATION of COMPANY

2.1 The period of duration of the Company shall be fifty years, provided, however, that the Company shall be dissolved upon (a) the written consent of all of the members of the Company, (b) as provided in the Operating Agreement between the members of the Company and the Company, or (c) as otherwise provided in the Act.

ARTICLE III  
PURPOSE, OBJECTS and POWERS

3.1 The purpose, objects and powers of the Company are:

- (a) To engage in any lawful business, act or activity for which a limited liability company may be organized under the laws of the State of Alabama.
- (b) Without limiting the scope and generality of the foregoing, to engage in the business of buying, selling, managing and renting real estate; buying, selling and investing in securities, bonds, stocks, and other interests, and in any business directly or indirectly related thereto.
- (c) To have and to exercise any and all of the powers specifically granted in the Act, none of which shall be deemed to be inconsistent with the nature, character, or the object of the Company and none of which are denied to it by these Articles of Organization.

ARTICLE IV  
REGISTERED OFFICE and REGISTERED AGENT

4.1 The location and mailing address of the initial registered office of the Company shall be 1746 Tecumseh Trail, Pelham, AL 35124.

4.2 The name of the initial registered agent of the Company at such address shall be Joseph H. Myers, Jr.

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ARTICLE V  
INITIAL MEMBERSHIP of THE COMPANY

5.1 The name and address of the initial members of the Company are as follows:

| <u>MEMBER</u>            | <u>ADDRESS</u>                           |
|--------------------------|--|
| Joseph H. Myers, Jr.     | 1746 Tecumseh Trail, Pelham, AL 35124    |
| Sue Ann Myers            | 1746 Tecumseh Trail, Pelham, AL 35124    |
| Sam W. Lumpkin           | 330 Glory Road, Montevallo, AL 35115     |
| William M. Davidson, Jr. | 333 Trace Ridge Road, Hoover, AL 35244   |
| Sallie F. Davidson       | 333 Trace Ridge Road, Hoover, AL 35244   |
| Thomas B. Moore          | 2621 Southview Place, Vestavia, AL 35216 |
| Michael J. Spanos        | 116 Port South Lane, Alabaster, AL 35007 |

ARTICLE VI  
ADMISSION of ADDITIONAL MEMBERS

6.1 The members of the Company shall have the right to admit additional members to the Company upon the written consent of all of the members of the Company.

6.2 Existing members shall determine the amount and nature of contributions by new members at the time such new members are admitted.

6.3 An assignee of an interest of the Company may become a member only if the other Members unanimously consent, unless otherwise provided in the Operating Agreement, and such consent must be in compliance with Section 10-12-33A(1) of the Act unless otherwise provided in the Operating Agreement.

ARTICLE VII  
ELECTION to CONTINUE BUSINESS AFTER AN EVENT OF DISSOCIATION

7.1 Upon the occurrence of an event of dissociation, as defined in the Act, of a member of the Company, the remaining members of the Company shall have the right to continue the business of the Company if (i) there are at least two (2) remaining members of the Company or at least one remaining member of the Company and a new member is admitted and (ii) the legal existence and business of the Company is continued by the written consent of all remaining members within ninety (90) days after the occurrence of the event of dissociation.

ARTICLE VIII  
MANAGEMENT of the COMPANY

8.1 The Company shall be managed by its members.

ARTICLE IX  
MISCELLANEOUS MATTERS


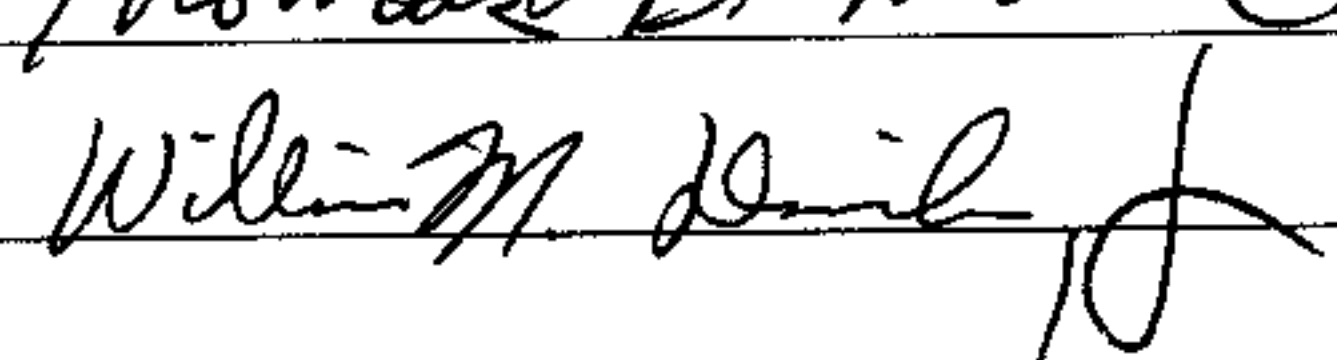
9.1 The Company shall be treated as a partnership for purposes of federal and state income tax and for other State of Alabama Department of Revenue applications.

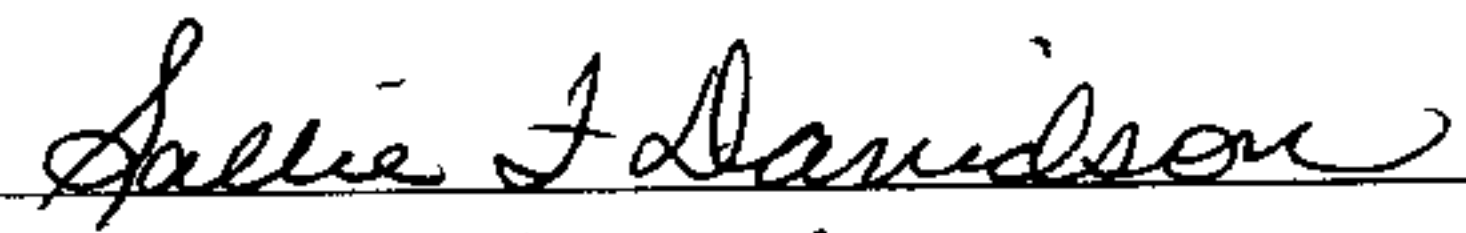
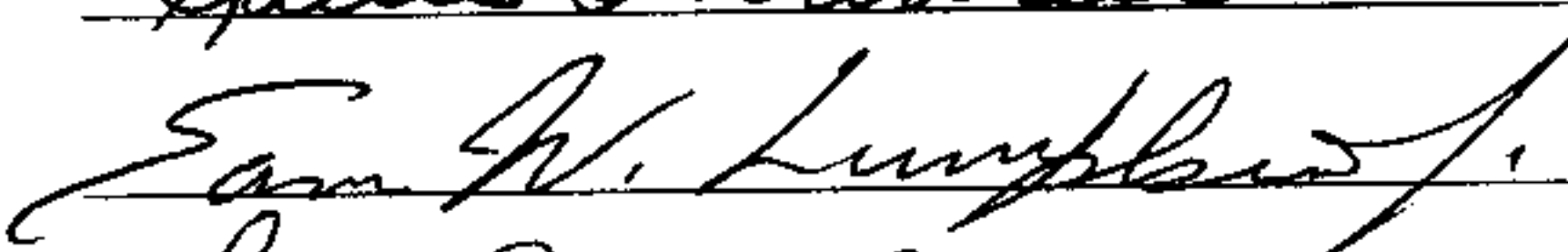
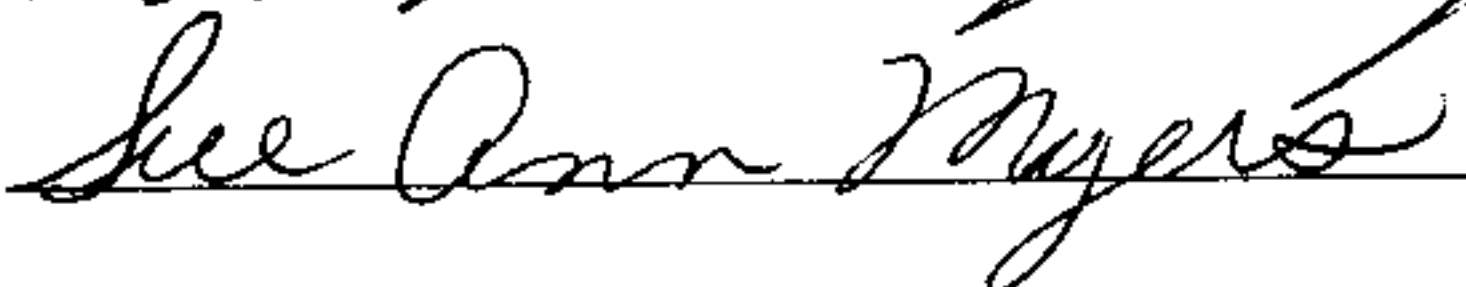
9.2 The Operating Agreement of the Company may be amended, changed or replaced only with the written consent of all of the members of the Company.

9.3 Provisions of the then current Operating Agreement, which are not in conflict with these Articles of Organization, shall govern the operation of the Company.

9.4 No member of the Company may act on behalf of the Company unless so authorized by a written vote of at least 51 percent of the members.

IN TESTIMONY WHEREOF, the undersigned have affixed their hands and seals as initial members of the Company on this day the 13<sup>th</sup> day of May, 1995.

  
Thomas B. Moore  
  
William M. Smith

  
Sallie J. Davidson  
  
Sam W. Lumbkin  
  
Sue Ann Myers

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