

**ARTICLES OF ORGANIZATION**  
**OF**  
**HKM INVESTMENTS, L.L.C.**

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned individuals, pursuant to the Alabama Limited Liability Company Act, Section 10-12-1 et seq. of the Code of Alabama (1975), as amended, (the "Act") for the purpose of forming a limited liability company with all rights, interests and privileges relating thereto under the Constitution and laws of the State of Alabama, do hereby adopt the following Articles of Organization:

**ARTICLE I**  
**NAME**

The name of the limited liability company is HKM INVESTMENTS, L.L.C., which is hereinafter referred to as the "Company."

**ARTICLE II**  
**PERIOD OF DURATION**

The period of duration of the Company shall be from the date of filing until dissolution of the Company pursuant to provisions of the Act, the Operating Agreement or these Articles of Organization.

**ARTICLE III**  
**PURPOSES**

The purposes for which the Company is formed are to do any and all things hereafter set forth, to the same extent as natural persons in any part of the world, namely:

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(a) **Principal Purposes.** To purchase, exchange, acquire, own, develop, improve, sell, alter, repair, lease, mortgage or otherwise encumber real estate, and generally to carry on the business of owning and improving real estate and to conduct related activities.

(b) **Ancillary Purposes.** To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are permitted or not forbidden by the Act, by other law or by these Articles of Organization.

#### **ARTICLE IV**

#### **ADDRESS AND REGISTERED AGENT**

The initial registered office of the Company is 109 Loyola Circle, Helena, Alabama 35080 and the initial registered agent at that address is Charles R. Herndon.

#### **ARTICLE V**

#### **INITIAL MEMBERS**

The names and mailing addresses of the initial members of the Company are:

Robert W. Kuhn  
102 Hollywood Boulevard  
Birmingham, Alabama 35209

Michael A. Mitchell  
2012 20<sup>th</sup> Avenue South  
Birmingham, Alabama 35209

Charles R. Herndon  
109 Loyola Circle  
Helena, Alabama 35080

**ARTICLE VI**  
**ADDITIONAL MEMBERS**

Additional members may be admitted upon unanimous agreement of the then existing members.

**ARTICLE VII**  
**DISSOLUTION UPON CESSATION OF MEMBERSHIP**

The Company shall be dissolved when there is no remaining member in the Company unless:

(a) the holders of all of the "financial rights" (as defined in the Act) in the Company agree in writing, within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Company and appoint one or more members; or

(b) the legal existence and business of the Company is continued, and one or more new members are appointed, in the manner stated in the Operating Agreement.

**ARTICLE VIII**  
**MANAGEMENT**

The Company is to be managed by the members.

**ARTICLE IX**  
**LIABILITIES OF MEMBERS**

The members of the Company shall not be liable for or under any judgment, decree or order of a court, or in any other manner, for any debt, obligation or liability of the Company.

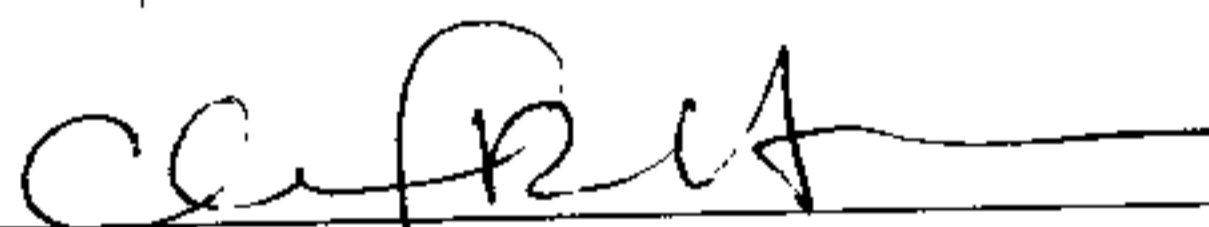
**ARTICLE X**  
**OPERATING AGREEMENT**

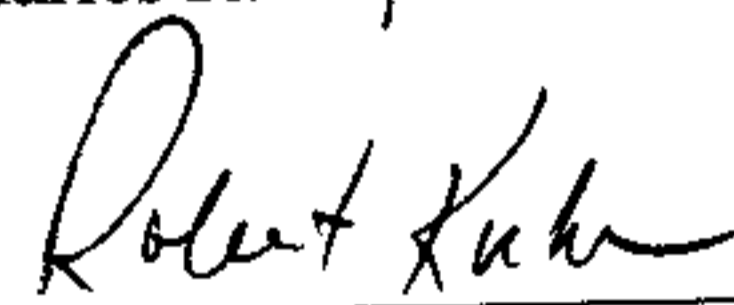
An Operating Agreement of the Company shall be executed by each member of the Company and shall set forth all provisions relating to the affairs of the Company and the conduct of its business, to the extent that such provisions are not inconsistent with the laws of the State of Alabama or these Articles of Organization.

**IN WITNESS WHEREOF**, the undersigned, being all of the members of the Company, do hereunto subscribe their names this 29 day of May, 1998.

HKM INVESTMENTS, L.L.C.

BY ITS MEMBERS:

  
\_\_\_\_\_  
Charles R. Herndon

  
\_\_\_\_\_  
Robert W. Kuhn

  
\_\_\_\_\_  
Michael A. Mitchell

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