

**ARTICLES OF ORGANIZATION
OF
COVENANT CLASSICAL SCHOOL VALLEYDALE ROAD, LLC**

Pursuant to the provisions of the Alabama limited liability company act (the "Act"), the undersigned hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company, referred to in these Articles as the "Company," is "Covenant Classical School Valleydale Road, LLC."

**ARTICLE II
DURATION**

The period of duration of the Company is fifty years beginning on the date these Articles of Organization are dated at the end hereof unless sooner dissolved.

**ARTICLE III
PURPOSE**

The purposes for which the Company is organized own and operating a school providing a Classical Christian education and to conduct such other lawful businesses for which limited liability companies may be organized under the Act as may be specifically authorized by the members.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Alabama is W. David Upton. The address and location of the Company's registered office in Alabama and the address of the said agent is 4525 South Lake Lane, Hoover, Alabama 35244.

**ARTICLE V
INITIAL MEMBER**

The name and mailing address of the sole initial member of the Company are:

Covenant Classical Schools, LLC
2308 Pine Crest Drive
Birmingham, Alabama 35216

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**ARTICLE VI
NEW MEMBERS**

The members shall have the right to admit additional members upon the terms and conditions specified by the then members. A member shall have the right to transfer his rights to be a member, subject, however, to the terms and conditions of the Operating Agreement.

**ARTICLE VII
MISCELLANEOUS MATTERS**

The Company shall have all of the powers of a limited liability company that are set out in the Act. The members have executed an operating agreement which shall govern the operation of the Company.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Alabama Limited Liability Company Act, the undersigned has executed these Articles of Organization as the Organizer as of the 28th day of September, 1999.



THOMAS A. RITCHIE
Organizer

This instrument prepared by: ✓ Thomas A. Ritchie, Ritchie & Rediker, L.L.C., 312 North 23rd Street, Birmingham, AL 35203.

Inst # 1999-41025

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SHELBY COUNTY JUDGE OF PROBATE
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