

STATE OF ALABAMA)
COUNTY OF SHELBY)

**ARTICLES OF ORGANIZATION
OF
WPH, LLC**

Pursuant to the Provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is WPH, LLC (the "Company").

ARTICLE II

Duration

The Company shall have a duration from the date of organization until December 31, 2050, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) Development of real estate.
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind, and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

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SHELBY COUNTY JUDGE OF PROBATE

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(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, limited liability companies, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 111-A Owens Parkway, Birmingham, AL 35244, and its registered agent at such address shall be Robin Tant Wood.

ARTICLE V

Initial Members (and Organizer)

The names and addresses of the initial members are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Robin Tant Wood	1716 Brittany Place Birmingham, AL 35226
Anne Earnhardt Powers	5164 Trace Crossings Drive Birmingham, AL 35244
Deborah Wood Hastings	224 Caliente Drive Birmingham, AL 35226

ARTICLE VI

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII

Cessation of Membership

The cessation of membership of one or more members will not result in the dissolution of the Company.

ARTICLE VIII

Managers

The managers of the company shall have the power to manage the business and affairs of the company as provided in the operating Agreement. The names and addresses of the managers of the Company, and who shall serve until their successors are elected and begin serving are:

Name of Manager

Address of Manager

Michael L. Wood

111-A Owens Parkway
Birmingham, AL 35244

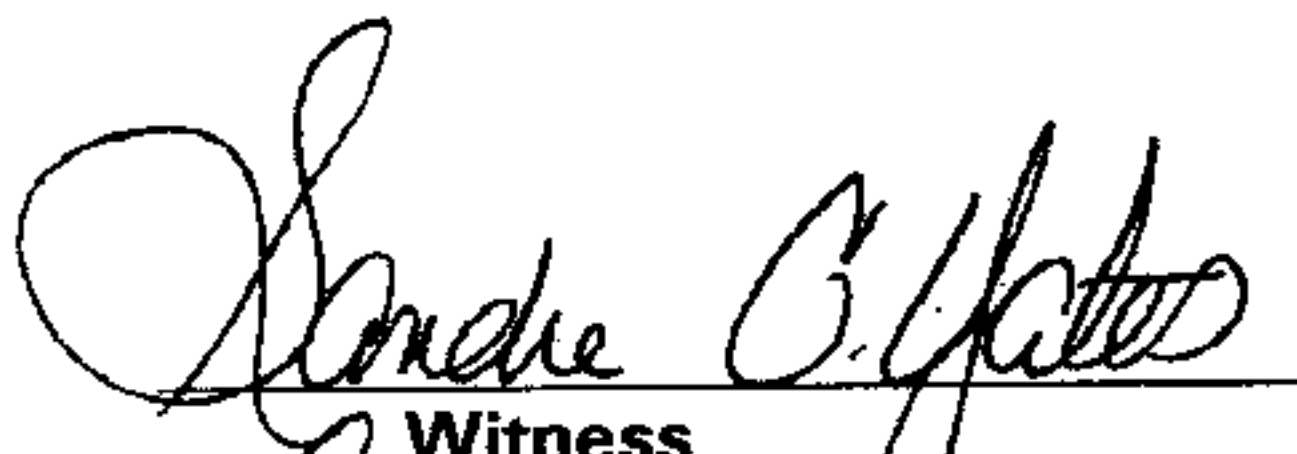
James R. Powers

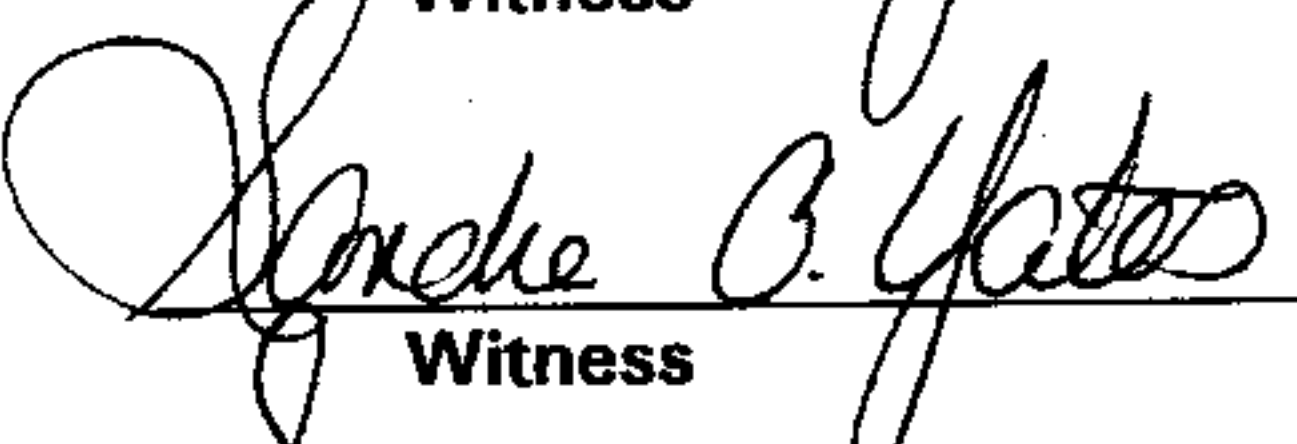
111-A Owens Parkway
Birmingham, AL 35244

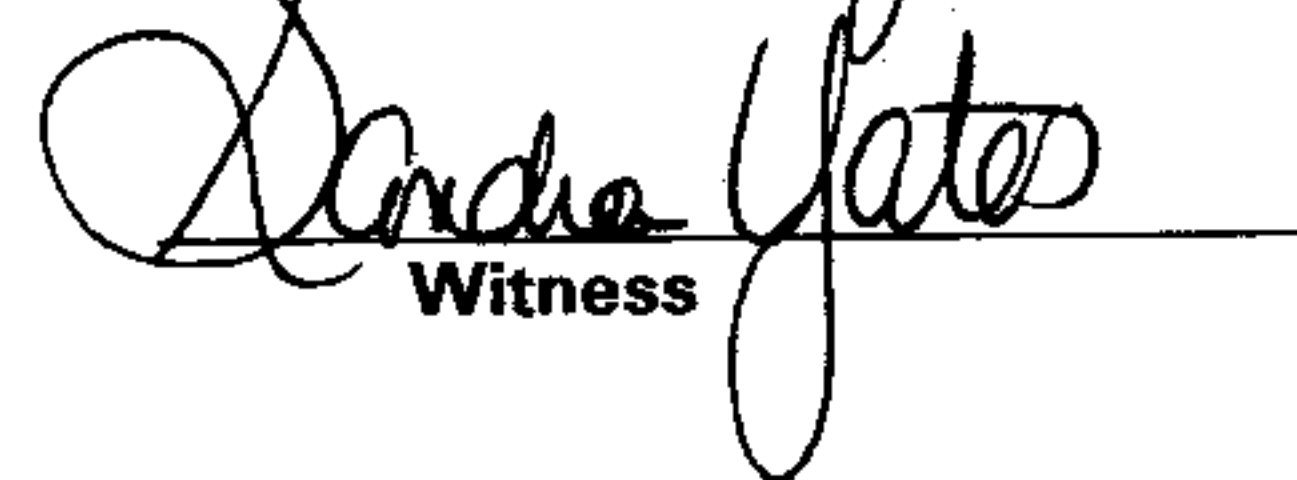
Robert Hastings

111-A Owens Parkway
Birmingham, AL 35244


IN WITNESS WHEREOF, these Articles have been subscribed as of the 31st day of December, 1999, by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.

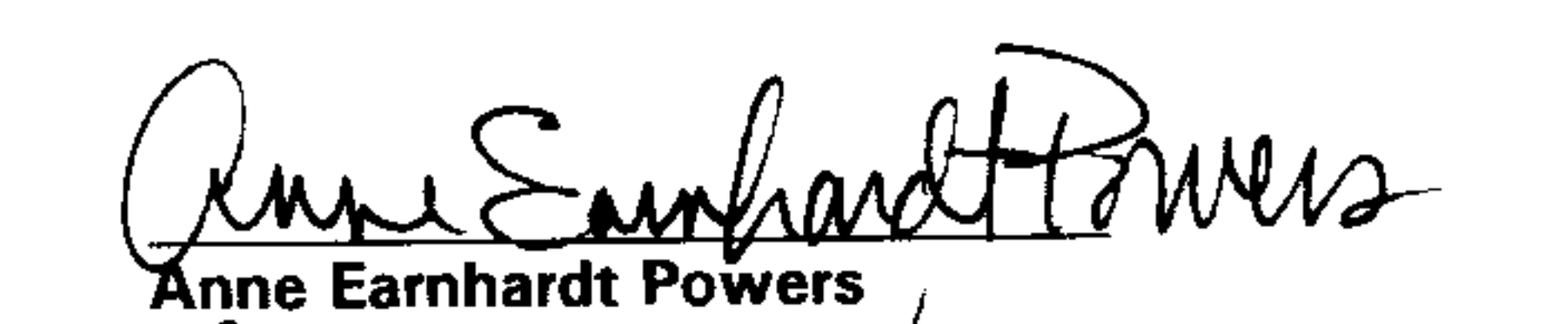

Witness



Witness


Witness

MEMBERS:


Robin Tant Wood


Anne Earnhardt Powers


Deborah Wood Hastings