

STATE OF ALABAMA)
SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
LUCKY STRIKE, LLC**

The undersigned, acting as the organizer of a limited liability company under the Alabama Limited Liability Company Act, Code of Alabama, Title 10, Chapter 12 (1975), as the same may be amended from time to time (the "Act"), hereby adopts the following Articles of Organization for Lucky Strike, LLC (the "Company"):

**ARTICLE ONE
NAME**

The name of the Company is Lucky Strike, LLC.

**ARTICLE TWO
PERIOD OF DURATION**

The duration of the Company shall be perpetual.

**ARTICLE THREE
PURPOSE**

The purposes, objects and powers of the Company are:

(a) To engage in any lawful business, act or activity for which a company may be organized under the Act, it being the purpose and intent of this Article Three to invest the Company with the broadest purposes, objects and powers lawfully permitted a limited liability company formed under the Act.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to limited liability companies by the laws of the State of Alabama.

(c) Without limiting the scope and generality of the foregoing, the Company shall have the following specific purposes, objects and powers:

(1) To engage in the business of owning, leasing, managing and otherwise investing in timberland and other commercial and/or residential real estate.

(2) To have and to exercise any and all of the powers specifically granted in the limited liability company laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature, character or object of the Company, and none of which are denied to it by these Articles of Organization.

(3) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(4) To purchase, lease or otherwise acquire any interest in the properties and rights of any person, firm, company or governmental unit; to pay for the same in cash, in shares of stock, bonds, or other securities, evidences of indebtedness or property of this Company or of any other person, firm, company or governmental unit.

(5) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, company, or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.

(6) To purchase or otherwise acquire (including, without limitation, to purchase its own shares or membership interest to the extent of unreserved and unrestricted capital surplus available therefor) to the fullest extent permitted by the Act, and to sell, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations, other securities, or membership interest.

(7) To borrow money from any person, firm, company, business (private, public or non-profit), or governmental unit and to secure any debt by mortgage or pledge of any property of the Company; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(8) To lend money, or aid or extend credit to, or use its credit to assist, any person, firm, company, business (private, public or non-profit), or governmental unit, including, without limitation, its employees and directors and those of any subsidiary, in accordance with the Act.

(9) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, company, business (private, public or non-profit), or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Company.

(10) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(11) To carry on its business anywhere in the United States and in foreign countries.

(12) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit sharing plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.

All words, phrases and provisions appearing in this Article Three are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.

ARTICLE FOUR INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of the initial registered office is 3629 Stratford Lane, Birmingham, Alabama 35242, and the name of the initial registered agent of the Company at such address is Thomas R. Brickman.

ARTICLE FIVE INITIAL MEMBER

The name and mailing address of the initial member of the Company is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas R. Brickman	3629 Stratford Lane Birmingham, Alabama 35242

ARTICLE SIX ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the terms of the Company's operating agreement (the "Operating Agreement"). If the Company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

ARTICLE SEVEN CONTINUATION OF THE BUSINESS

In the event there are no remaining members, the Company shall be dissolved and its affairs shall be wound up unless:

(a) the holders of all the financial rights 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 to appoint one or more new 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 an Operating Agreement.

ARTICLE EIGHT MANAGEMENT

The management of the Company is vested in managers. The name and address of the initial manager of the Company is as follows: Thomas R. Brickman, 3629 Stratford Lane, Birmingham, Alabama 35242. The initial manager shall serve until his successors are elected and shall qualify. Subject to any provisions in an Operating Agreement, or the provisions of the Act restricting or enlarging the management rights and duties of any person or group or class of persons, the manager shall have the right and authority to manage the business or affairs of the Company and to make all decisions with respect thereto.

ARTICLE NINE AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only by the unanimous vote or written consent of the members of the Company.

**ARTICLE TEN
INITIAL OPERATING AGREEMENT**

The initial Operating Agreement of the Company shall be adopted by the initial members. The power to alter, amend, or repeal the Operating Agreement or adopt a new operating agreement shall be vested in the members, which power may be exercised in the manner and to the extent provided in the Operating Agreement. The Operating Agreement may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company, the members and managers not inconsistent with the Act or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as the initial member of the Company as of December 7, 2001.



THOMAS R. BRICKMAN

This instrument prepared by:

Thomas C. Clark, III
MAYNARD, COOPER & GALE, P.C.
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SHELBY COUNTY JUDGE OF PROBATE
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