

STATE OF ALABAMA)

COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION

OF

FBN PROPERTIES 4, LLC

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

The name of the limited liability company is FBN Properties 4, LLC (the "Company").

ARTICLE II

The period of duration of the Company shall be perpetual beginning on the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama. Provided, however, that the Company shall be dissolved (a) as provided in the Operating Agreement, as amended from time to time, or (b) as may be required by the Alabama Limited Liability Company Act.

ARTICLE III

The purpose or purposes for which the Company is organized are as follows:

The transaction of any and all lawful business (except that the Company shall not be engaged in the business of banking) for which limited liability companies may be organized under the Alabama Limited Liability Company Act, including, but not limited to, any and all transactions and business activities which are necessary, appropriate or incidental to the holding of real estate.

ARTICLE IV

The location and mailing address of the initial registered office of the Company shall be 334 North Lake Road, Birmingham, AL 35242. The initial registered agent for service of process at the foregoing address shall be Michael G. Connolly, Jr.

ARTICLE V

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

<u>NAME</u>	<u>MAILING ADDRESS</u>
Michael G. Connolly, Jr.	334 North Lake Road Birmingham, AL 35242
Glenn Bomar	325 Windchase Trace Birmingham, AL 35242

ARTICLE VI

The initial members shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if (i) there is at least one remaining member; or (ii) there is no remaining member, and the holders of all the financial rights in the Company agree in writing, within 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 (iii) the legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in the operating agreement or articles of organization.

ARTICLE VIII

The Company shall be managed by the following person(s) who shall serve as managers until their successors are elected and begin serving:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Michael G. Connolly, Jr.	334 North Lake Drive Birmingham, AL 35242
Glenn Bomar	325 Windchase Trace Birmingham, AL 35242

ARTICLE IX

The following person shall serve as the organizer of the Company and shall execute and file

this document with the Office of the Judge of Probate of Shelby County, Alabama:

NAME

Peter E. Barber

MAILING ADDRESS

800 Shades Creek Parkway
Suite 400
Birmingham, AL 35209

ARTICLE X

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

ARTICLE XI

All other provisions for the regulation of the internal affairs of the Company shall be set out in the Operating Agreement, as amended from time to time and shall be in compliance with the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization this the 22nd day of September, 2004.



Peter E. Barber

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Shelby Cnty Judge of Probate, AL
09/22/2004 11:35:00 FILED/CERTIFIED

This instrument prepared by:

Peter E. Barber, Esq.
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