

**ARTICLES OF ORGANIZATION**  
**OF**  
**SBG, LLC**

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Act, ALA. CODE §§ 10-12-1 et seq. (1999 Repl.), and any act amendatory thereof, supplementary thereto or substituted therefor (the "Act"), the undersigned does hereby sign and adopt these Articles of Organization (the "Articles"), and, upon the filing for record of these Articles of Organization in the office of the Judge of Probate, Shelby County, Alabama the existence of a limited liability company (the "Company"), under the name set forth in Article I hereof, shall commence.

**ARTICLE I**

**NAME**

- 1.1** The name of the Company shall be SBG, LLC.

**ARTICLE II**

**DURATION OF COMPANY**

**2.1** The period of duration of the Company shall be perpetual; provided, however, that the Company may be sooner dissolved (a) upon the unanimous written consent of the members of the Company; (b) as provided in the Operating Agreement between the members of the Company and the Company; or (c) as otherwise provided in the Act.

**ARTICLE III**

**PURPOSES, OBJECTS AND POWERS**

- 3.1** The purposes, objects and powers of the Company are:
- (a) To engage in any lawful business, act or activity for which a limited liability company may be organized under the laws of the state of Alabama.



(b) Without limiting the scope and generality of the foregoing, to engage in the business of owning and investing in real property, and in any other business directly or indirectly related thereto.

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

**ARTICLE IV**

**REGISTERED OFFICE AND REGISTERED AGENT**

4.1 The location and mailing address of the initial registered office of the Company shall be 3230 Cahaba Valley Road, Indian Springs, Alabama 35124.

4.2 The name of the initial registered agent of the Company at such address shall be Rhonda E. Hoggle.

**ARTICLE V**

**INITIAL MEMBERSHIP OF THE COMPANY**

5.1 The name and address of the initial members of the Company are as follows:

<u>MEMBER</u>	<u>ADDRESS</u>
Wide Load, LLC	2001 Park Place North, Suite 700 Birmingham, Alabama 35203 Attention: G. Thomas Sullivan
S Enterprises, Inc.	3230 Cahaba Valley Road Indian Springs, Alabama 35124
Shelton Cove, LLC	30 Boulder Ridge Columbiana, Alabama 35051



## ARTICLE VI

### ADMISSION OF ADDITIONAL MEMBERS

6.1 The member or members of the Company shall have the right to admit additional members to the Company upon the unanimous written consent of the members of the Company.

## ARTICLE VII

### ELECTION TO CONTINUE IN BUSINESS WHEN THERE IS NO REMAINING MEMBER

7.1 Except as may be provided in the Operating Agreement, the Company shall be dissolved and its affairs shall be wound up when there is no remaining member unless either:

(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 the Operating Agreement.

## ARTICLE VIII

### MANAGEMENT OF THE COMPANY

8.1 The Company shall be managed by its members as limited by the Operating Agreement.

## ARTICLE IX

### AMENDMENT OF ARTICLES OF ORGANIZATION

9.1 Except as provided in the Operating Agreement, any amendment to these Articles of Organization shall be approved by a vote of all of two-thirds (2/3) of the members of the Company entitled to vote thereon.

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Shelby Cnty Judge of Probate, AL  
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**ARTICLE X**

**ORGANIZER OF THE COMPANY**

**10.1** The name and address of the organizer of the Company are as follows:

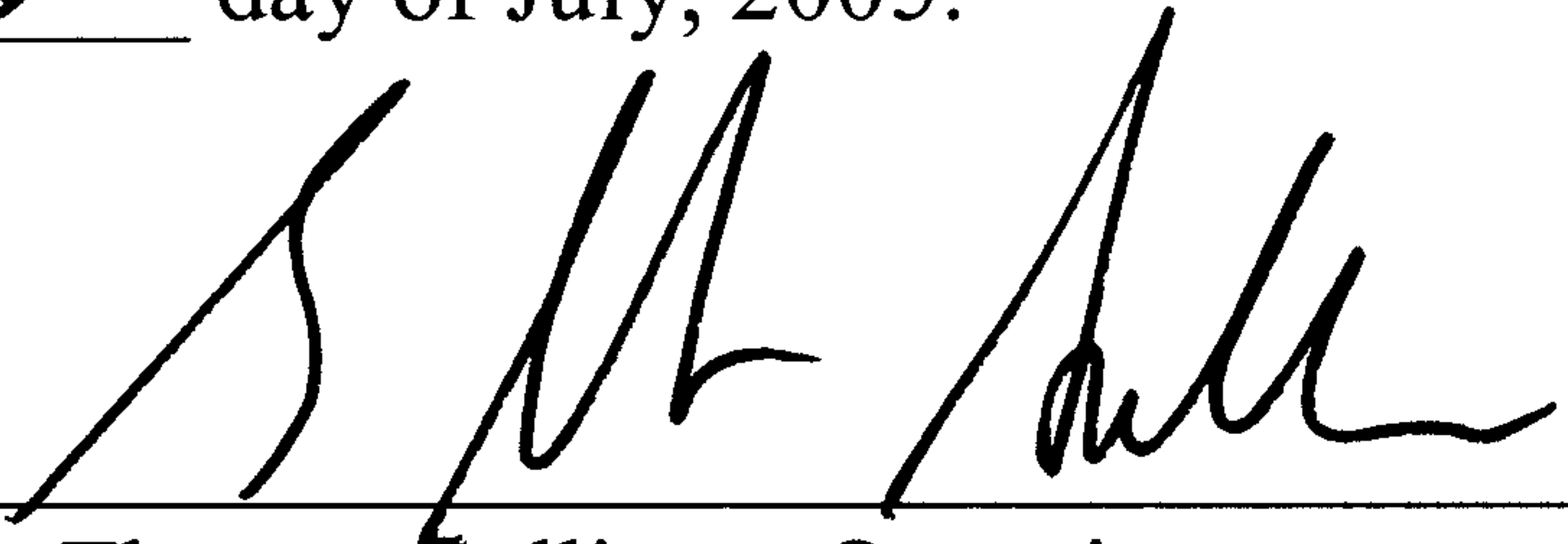
ORGANIZER

ADDRESS

G. Thomas Sullivan

2001 Park Place North, Suite 700  
Birmingham, Alabama 35203

**IN TESTIMONY WHEREOF**, the undersigned has affixed his hand and seal as the organizer of the Company on this the 6<sup>th</sup> day of July, 2005.

  
\_\_\_\_\_  
G. Thomas Sullivan, Organizer

This instrument prepared by:  
G. Thomas Sullivan, Esq.  
Cabaniss, Johnston, Gardner,  
Dumas & O'Neal LLP  
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Birmingham, Alabama 35203  
(205) 716-5200