

20051004000516090 1/4 \$80.00  
Shelby Cnty Judge of Probate, AL  
10/04/2005 11:28:25AM FILED/CERT

STATE OF ALABAMA )

SHELBY COUNTY )

## ARTICLES OF ORGANIZATION

OF

### BASES LOADED TRAINING FACILITY, L.L.C.

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 office of the limited liability company will be located and attest that the facts stated in these Articles of Organization are true and correct:

#### ARTICLE I

##### NAME

The name of this limited liability company (the "Limited Liability Company") shall be:

**Bases Loaded Training Facility, L.L.C.**

#### ARTICLE II

##### DURATION

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

### **ARTICLE III**

#### **PURPOSES**

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(a) Any or all lawful conduct for which a limited liability company may be organized.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

### **ARTICLE IV**

#### **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Limited Liability Company shall be 45-A Mission Hills Park, Alabaster, Alabama 35007 and its registered agent at such address shall be Jeff Segar.

### **ARTICLE V**

#### **MEMBERS**

The name and address of the initial member (the "Member") of the Company is:

#### **MEMBER**

Jeff Segar

#### **ADDRESS**

202 Park Village Cir.  
Alabaster, Alabama 35007

## **ARTICLE VI**

### **ADDITIONAL MEMBERS**

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Limited Liability Company's Operating Agreement.

## **ARTICLE VII**

### **OPERATING AGREEMENT**

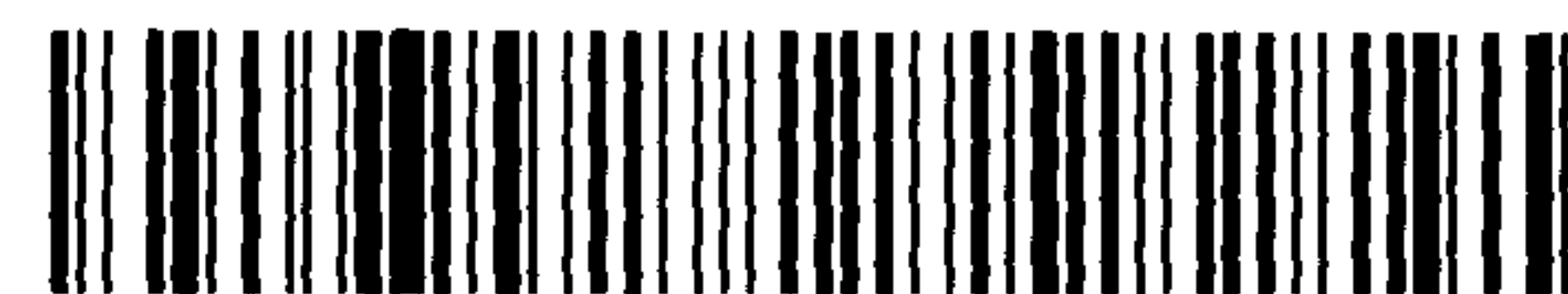
The Operating Agreement of the Limited Liability Company shall be executed by each Member of the Limited Liability Company and shall set forth all provisions for the regulation of the internal affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles. The Operating Agreement shall include, without limitation, provisions regarding members, Company capital, allocations, distributions, management of the Company, transfer of interest, dissolution, accounting and records, the tax matters partner and indemnification. Those provisions together with any other provisions included in the Operating Agreement are hereby incorporated by reference.

## **ARTICLE VIII**

### **DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP**

The cessation of membership of one or more members for any reason shall not cause the dissolution of the Company.





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## ARTICLE IX

### MANAGEMENT

Management is vested in the following persons:

#### MANAGEMENT

#### ADDRESS

Jeff Segar

202 Park Village Cir.  
Alabaster, Alabama 35007

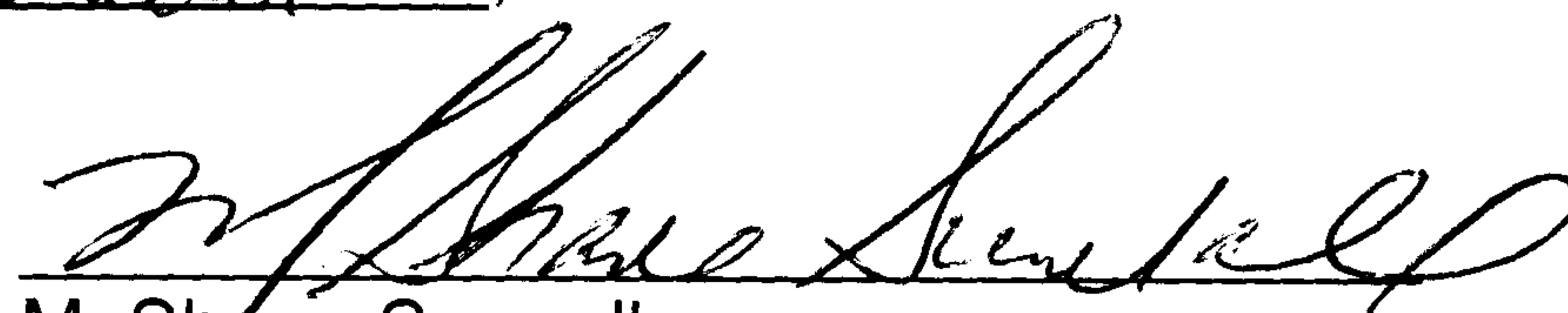
## ARTICLE X

### ORGANIZER

The name and address of the Organizer of the Company is:

M. Shane Sumrall  
Balch & Bingham LLP  
1901 Sixth Avenue, North, Suite 2600  
Birmingham, Alabama 35203-2628

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization, on this, the 30 day of September, 2004.

  
M. Shane Sumrall  
Organizer