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Shelby Cnty Judge of Probate, AL
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ARTICLES OF ORGANIZATION

OF

HANGER 28, LLC

Pursuant to the Provisions of Ala. Code §§ 10-12-1, *et seq.*, the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is **HANGER 28, LLC** (the "Company").

ARTICLE II

Duration

The Company shall have a perpetual duration from the date of organization, 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) To hold a leasehold interest and engage in the operation, maintenance, or other use of an aircraft hanger at the Birmingham International Airport; and to engage in any activity necessary or incident to the foregoing;
- (b) To apply for, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege in connection therewith;
- (c) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments;
- (d) To enter into any plan or project for the assistance and welfare of its employees;
- (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; and to engage in any and all business activities related to or incidental thereto;

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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, associations, partnerships, limited liability companies, 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 101 Cahaba Valley Parkway West; Pelham, Alabama 35124, and its registered agent at such address shall be Peter Kern.

ARTICLE V
Initial Members

The names and addresses of the initial members are:

CKL Enterprises, LLC	101 Cahaba Valley Parkway West Pelham, Alabama 35124
Flying On, LLC	1245 23 rd Street South Birmingham, Alabama 35205
Markle Aviation, LLC	1601 21 st Street South Birmingham, Alabama 35205
Mott, LLC	5299 Southland Circle Bessemer, Alabama 35023

ARTICLE VI
Admission of Additional Members

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

ARTICLE VII
Dissolution of Company

The Company shall be dissolved only upon the cessation of membership of all members of the Company. The business of the Company shall be continued as long as there is at least one remaining member of the Company.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 31 day of August, 2006, by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.

CLK ENTERPRISES, LLC

ATTEST:

Hutton Tomlin

By: [Signature]

"MEMBER"

ATTEST:

[Signature]

FLYING ON, LLC

By: [Signature]

"MEMBER"

MARKLE AVIATION, LLC

ATTEST:

Kim Clement Dayant

By: Mark S. Edward

"MEMBER"

MOTT, LLC

ATTEST:

[Signature]

By: [Signature]

"MEMBER"