

*This Instrument was prepared by:*  
*Robert H. Sprain, Jr.*  
*Sprain & Shires, P.C.*  
*1707 29<sup>th</sup> Court South*  
*Birmingham, Alabama 35209*

State of Alabama     )  
County of Shelby    )

**FIRST AMENDMENT TO THE ARTICLES OF ORGANIZATION OF  
PELHAM RETAIL INVESTMENTS, LLC**

The undersigned members of Pelham Retail Investments, LLC, an Alabama limited liability company (the "Company"), by unanimous consent, and in accordance with the Alabama Limited Liability Company Act, Code of Alabama 1975, sections 10-12-1 through 10-12-61 (the "Act") and all amendments thereto, agree to amend the Articles of Organization of the Company as set out herein.

Whereas, the following constitute all the members of the Company: Shannon Investment Realty, LLC, Leo J. Pecher, J. Thomas Martin, David W. Brunson, Stephen W. House and Thomas Keith Genetti (the "Members"); and

Whereas, the Members desire to amend the Articles of Organization of the Company to a) change the management of the Company from its members to a manager; b) restrict the purpose of the Company to a single purpose entity and c) add anti-dissolution provisions.

**Now, therefore,** the Members, by unanimous consent, adopt and ratify the following amendments to the Articles of Organization of the Company:

1. The name of the Company is Pelham Retail Investments, LLC.
2. The Company was organized on or about May 2, 2003 by the filing of Articles of Organization in the Probate Office of Shelby County, Alabama, as recorded in Instrument No.: 2000272460 in such office.
3. The Articles of Organization of the Company are hereby amended in the following respects:
  - (a) Article III of the Company's Articles of Organization shall be deleted in its entirety and in lieu thereof the following shall be substituted:

Article III

Nature of Business

The business of the Company shall be to purchase or otherwise acquire the facilities and assets known as AutoZone – Pelham, located at 2180 Highway 31 South, Pelham, Alabama 35124 and the underlying real property and



improvements thereon and to develop, renovate, manage, operate, lease, sell or otherwise dispose of such property, facilities and assets, and to do all things necessary or convenient to accomplish its purpose and operate its business as described in the Articles and this Article III. The Company shall not conduct any business other than the business described herein and shall not own, directly or indirectly, any interest in real or personal property other than the property stated herein. The Company shall further be authorized to conduct any business incidental to its stated purpose as described in this Article III as allowed by the Act.

b) Article VIII of the Company's Articles of Organization is deleted in its entirety and in place thereof Article VIII shall now state:

The Company shall be managed by one or more managers. Except for situations in which the approval of the members is expressly required by nonwaivable provisions of applicable law or the operating agreement, the manager shall have full and complete authority, power and discretion to a) manage, control and make decisions regarding the business, affairs (including the formulation of policies and management of financial affairs) and properties of the Company, and b) perform any and all other acts or activities customary or incident to the management of the Company's business. The name and mailing address of the initial manager of the Company is:

Shannon Investment Realty, LLC,  
an Alabama limited liability company  
713 Mill Springs Lane  
Birmingham, Alabama 35244

c) Article IX shall be added to the Company's Articles of Organization, which shall state:


The Company may be dissolved in accordance with the Act and the Operating Agreement, provided that the Company may not be dissolved, or merged with or be consolidated into any other entity, during the term of the Company's loan, as secured by a mortgage, with LaSalle Bank National Association and/or its successors and assigns.

4. Except as herein and hereby amended, modified or changed, all items and provisions of the Company's Articles of Organization shall continue in full force and effect according to the terms thereof.

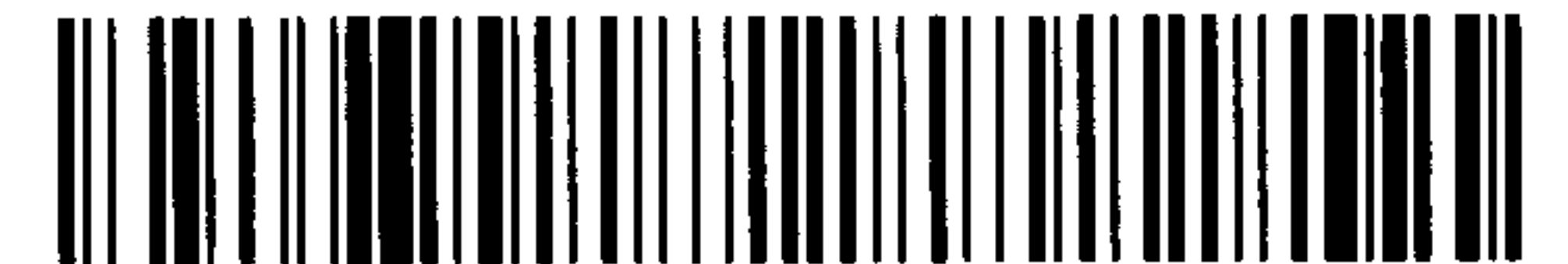
5. The undersigned further agree to amend the Company's Operating Agreement consistent with the terms of this First Amendment to the Articles of Organization.

The undersigned in accordance with the Act have executed this First Amendment to the Articles of Amendment to the Articles of Organization as of this the 31 day of August, 2006.

**MEMBER OF:** PELHAM RETAIL  
INVESTMENTS, LLC, an Alabama  
limited liability company

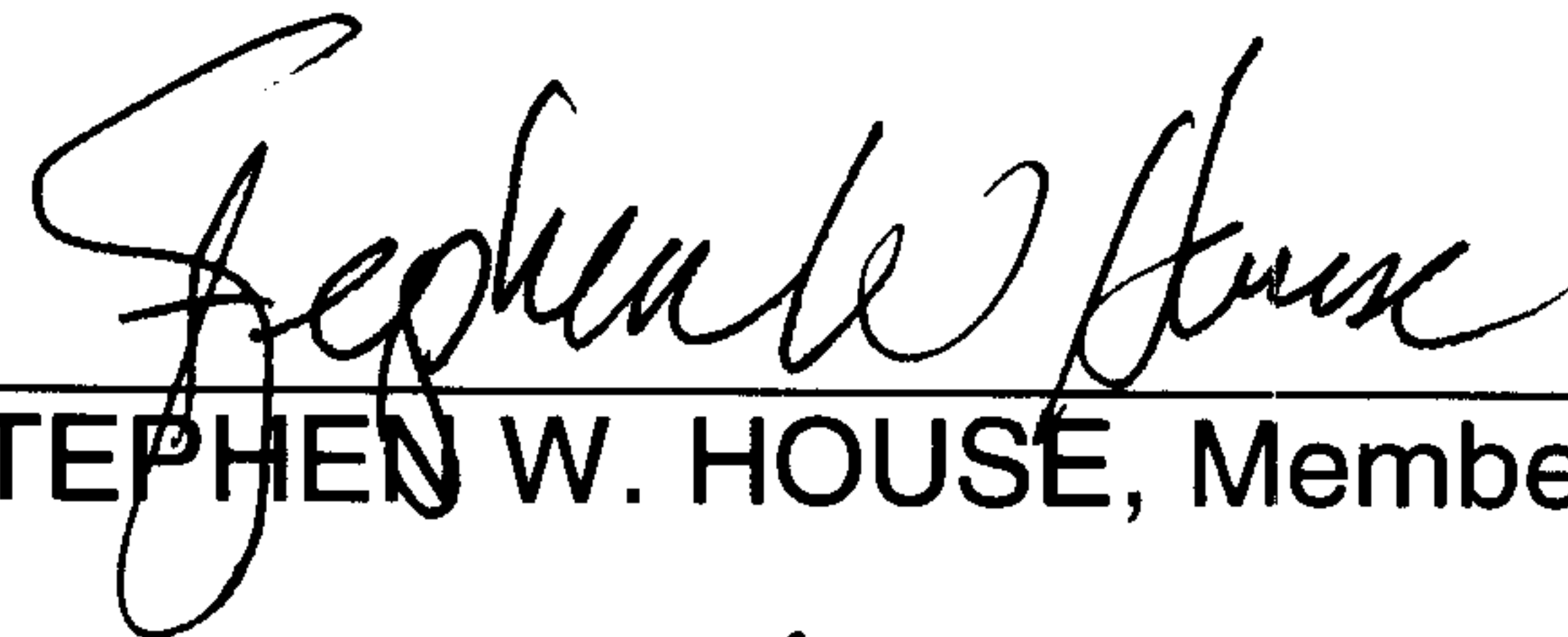
  
SHANNON INVESTMENT REALTY,  
LLC  
By: LEN B. SHANNON, III  
Its: Managing Member

Date: 8/31/06



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Shelby Cnty Judge of Probate, AL  
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**MEMBER OF:** PELHAM RETAIL  
INVESTMENTS, LLC, an Alabama  
limited liability company



STEPHEN W. HOUSE, Member

Date: 8/29/06



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Shelby Cnty Judge of Probate, AL  
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**MEMBER OF:** PELHAM RETAIL  
INVESTMENTS, LLC, an Alabama limited  
liability company

  
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J. THOMAS MARTIN, Member

Date: 8/30/06



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Shelby Cnty Judge of Probate, AL  
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**MEMBER OF:** PELHAM RETAIL  
INVESTMENTS, LLC, an Alabama limited  
liability company

*Catherine W Pecher*

LEO J. PECHER, Member, by and through  
Cathy Pecher, the Executrix of the Estate of  
Leo J. Pecher

Date: Aug 30, 2006

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Shelby Cnty Judge of Probate, AL  
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**MEMBER OF:** PELHAM RETAIL  
INVESTMENTS, LLC, an Alabama limited  
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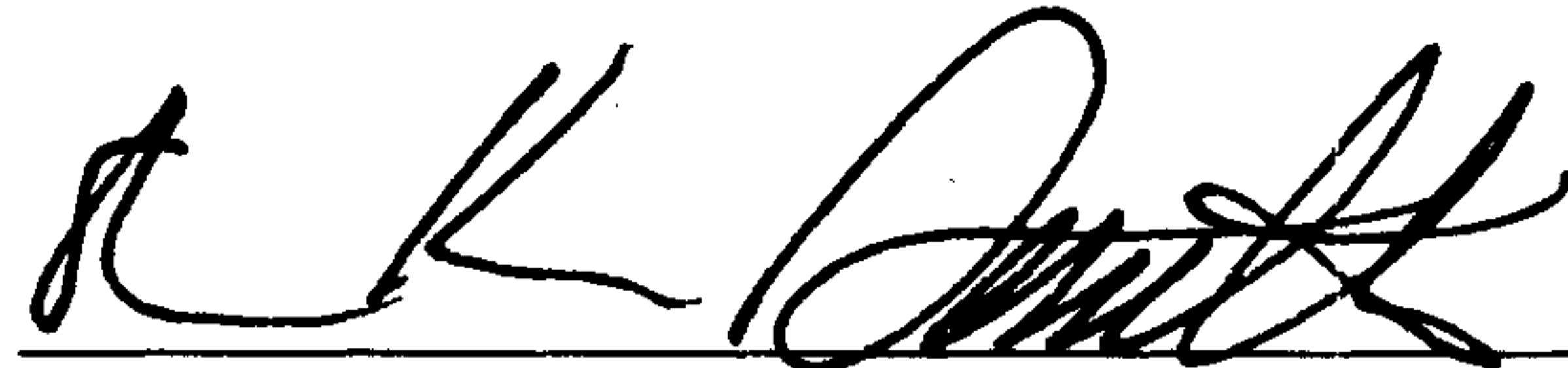
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DAVID W. BRUNSON, Member

Date: 8-30-2006

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Shelby Cnty Judge of Probate, AL  
09/05/2006 11:05:39AM FILED/CERT

**MEMBER OF:** PELHAM RETAIL  
INVESTMENTS, LLC, an Alabama  
limited liability company



THOMAS K. GENETTI, Member

Date: 8-30-06