

ARTICLES OF ORGANIZATION

OF

M & H PROPERTIES, LLC

(An Alabama Limited Liability Company)



20071207000555360 1/5 \$80.00
Shelby Cnty Judge of Probate, AL
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Document Prepared By:

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Pursuant to the Alabama Limited Liability Company Act (the "Act"), set forth in Code of Alabama, 1975, as amended, Sections 10-12-1, et seq, the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company (the "company") is: "M & H PROPERTIES, L.L.C."

ARTICLE II

DURATION

The period of duration of the Company shall be perpetual beginning from the date of the recording of these Articles with the Probate Judge of Shelby County, Alabama, unless earlier terminated by agreement of the members or by operation of law, and/or unless extended, prior to termination, by the unanimous consent of all members.

ARTICLE III

PURPOSES

The purposes of the Company are (i) To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest in the real property, and as the consideration for same to pay cash or to issue debenture bonds, mortgage bonds, or other obligations of the company, and to sell, convey, lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property of the company; to make and obtain loans on real estate, improved or unimproved, and on personal property, giving or taking evidences of indebtedness and securing the payment of the loans by mortgage, trust deed, pledge or

otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the company, from time to time, for any of the objects or purposes of the company without restriction or limit as to amount. (ii) To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Act; (iii) To engage in all activities necessary, customary, convenient, or incident to any of the foregoing; or (iv) to engage in any other lawful act or activity for which limited liability companies may be organized under the Act. The Company shall have the authority to do all things necessary or convenient to accomplish its purposes. The Company exists only for the purpose specified in this Article Three, and may not conduct any other business without the consent of the Members. The authority granted to the Member under this Company Agreement to bind the Company shall be limited to actions necessary or convenient to this business.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Company is 5120 Selkirk Drive, Suite 240, Birmingham, AL 35242. The name of the initial registered agent for the Company is William S. Halsey, III, Attorney at Law, having its offices at 5120 Selkirk Drive, Suite 240, Birmingham, AL, 35242.


ARTICLE V

INITIAL MEMBERS

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


William S. Halsey, III

Managing Member
5400 Woodford Drive
Birmingham, Alabama 35242


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William G. Madden

P.O. Box 369
Chelsea, Alabama 35244


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ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as an additional member, or a member in substitution of a present member, without the unanimous consent of the members except as otherwise provided in the Operating Agreement.

ARTICLE VII

CONTINUATION OF BUSINESS

Upon the occurrence of an event of disassociation which terminates the continued membership of a member, the remaining members may continue the legal existence and business of the Company if (i) there is at least one remaining member or a new member is admitted, and (ii) all members consent in writing to the continuation of the business within ninety (90) days after the occurrence of the event of disassociation of any member.

ARTICLE VIII

MANAGEMENT

The Company shall be managed by its "Managing Member". In the event of death or resignation or in the event a managing member is terminated as provided in the Operating Agreement, a successor managing member shall be elected or appointed as provided in the Operating Agreement. The initial Managing Member is William S. Halsey, III

The powers and authority of the Managing Member are as follows:

Except as specifically limited by provisions in the Operating Agreement of the Company, the Managing Members have the full and exclusive power on the Company's behalf, in their name, to manage, control, administer and operate its business and affairs and to do or cause to be done anything they deem necessary or appropriate for the Company's business, including (but not limited to) the power and authority to: (1) sell assets to any person, giving any warranties or assurances deemed appropriate; (2) buy, lease, or otherwise acquire property to carry on and conduct the Company's business; (3) borrow money for the Company's business; (4) issue promissory notes and other debt instruments (negotiable or nonnegotiable), in any amounts and secured by any encumbrance on all or any part of the Company's assets; (5) assign any debts owing to

the Company; (6) engage in any other means of financing; (7) enter into any agreement for sharing of profits and joint venture with any person or entity engaging in any business or venture in which the Company may engage; (8) manage, administer, conserve, improve, develop, operate, lease, utilize, and defend the Company's assets, directly or through third parties; (9) execute any type of agreement or instrument in connection with any other Company power; (10) employ all types of agents and employees (including lawyers and accountants) as may seem proper; (11) buy or otherwise obtain the use of any type of equipment or other property that may be convenient or advisable in connection with any Company business; (12) incur any reasonable expense for travel, telephone, telegraph, insurance, taxes, and such other things, in carrying on the Company's business; (13) sue and be sued, complain and defend in the Company's name of and on its behalf; and (14) quit-claim, release, or abandon any Company assets with or without consideration. The managing members have the full and exclusive power to handle the day-to-day operations of the company without any prior approval of the members.

ARTICLE IX

Any amendment to these Articles of Organization shall require approval of all the members.

EXECUTION AND DATE

These Articles of Organization are executed by and on behalf of the initial members as of the 5th day of December 2007.

M & H PROPERTIES, L.L.C.


William S. Halsey, III (L.S.)
William s. Halsey, III
Managing Member

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned authority a notary public in and for said State and County, hereby certify that William S. Halsey, III, whose name is signed to the foregoing Articles of Organization and who is known to me acknowledged before me on this day that, being informed of the contents of the Articles of Organization he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 5th day of December, 2007.
SEAL

Leslie A Wright
Notary Public
My Commission Expires 8-10-09


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