

This instrument was prepared by:
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Najjar Denaburg, P.C.
2125 Morris Avenue
Birmingham, Alabama 35203

ARTICLES OF ORGANIZATION

OF

THE GROVE, L.L.C.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Limited Liability Company Act (hereinafter referred to as "the Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I.

NAME

The name of the limited liability company ("Company") is The Grove, L.L.C.

ARTICLE II.

DURATION

The period of duration for the Company shall be from the date of filing these Articles of Organization with the Office of the Judge of Probate of ~~Jefferson~~ ^{Shelby} County, Alabama (the "Filing Date"), until the earliest to occur of the following:

- A. The fiftieth (50th) anniversary of the Filing Date;
- B. Dissolution of the Company by the unanimous written agreement of the Members; or
- C. The occurrence of an event which under the Act constitutes an event of dissociation or otherwise works a termination of the Company under the Act, unless the legal existence and business of the Company are continued pursuant to Article VII below.

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ARTICLE III.

PURPOSES

The Company has been organized for the purpose of buying, selling, mortgaging, encumbering, developing, managing and owning real estate within and without the State of Alabama, either directly or indirectly, and for any lawful purpose for which a limited liability company may be organized under the laws of the State of Alabama.

ARTICLE IV.

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Company is 1109 Townhouse Road, Helena, Alabama 35080, and the name of the initial registered agent of the Company at such address is Jack D. Harris.

ARTICLE V.

INITIAL MEMBERS

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

Dogwood Properties, Inc.
276 Snow Drive
Birmingham, Alabama 35209

Tanglewood Corporation
1109 Townhouse Road
Helena, Alabama 35080

ARTICLE VI.

ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit new members from time to time. Additional members may be admitted only upon the unanimous written consent of the existing members, and such existing members shall determine the amount and nature of contributions by new members at the time such new members are admitted.

ARTICLE VII.

CONTINUATION OF BUSINESS

The remaining members of the Company shall have the right to continue the business after an event of dissociation terminates the

continued membership of a member in the Company provided that both of the following apply:

(1) There are at least two remaining members or at least one remaining member and a new member is admitted; and

(2) The legal existence and business of the Company are continued by the written consent of all remaining members within ninety (90) days after the occurrence of the event of dissociation.

ARTICLE VIII.

MANAGEMENT

The Company is to be managed by one or more managers who shall have the power to manage the business or affairs of the Company as provided in the operating agreement of the members. The name and mailing address of the person who shall serve as the initial manager of the Company until the first annual meeting of the members or until his or her successor is elected and shall qualify is as follows:

Tanglewood Corporation
1109 Townhouse Road
Helena, Alabama 35080

ARTICLE IX.

POWERS

The Company shall have the same powers as a natural person to do all things necessary or convenient to carry out its business and affairs, including, without limitation, the powers set forth in §10-12-4, Code of Alabama (1975), as the same may hereafter be amended from time to time.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on this the 7th day of March, 1996.

DOGWOOD PROPERTIES, INC.

BY

John D. Baird

Its: President

TANGLEWOOD CORPORATION

BY Jack D. Harris
Jack D. Harris
Its: President

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