

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
CALERA LAND, L.L.C.**

We, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Limited Liability Company is Calera Land, L.L.C.

2. The existence of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue until December 31, 2046; provided, however, that the Limited Liability Company shall be dissolved prior to such date (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

3. The purpose for which this Limited Liability Company is organized is:

To own real estate and to engage in the transaction of any or all lawful business for which Limited Liability Companies may be organized under the laws of the State of Alabama.

4. The location and mailing address of the initial registered office shall be: 11206 Highway 25, Calera, Alabama 35040, and the name of the initial registered agent at said address shall be Gary Lee Howard, M.D.

5. The names and mailing addresses of the initial members of the Limited Liability Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Gary Lee Howard, M.D.	P. O. Box 2015 Calera, Alabama 35040
Michael James Turner, M.D.	P. O. Box 2015 Calera, Alabama 35040
Sara R. Walker, M.D.	P. O. Box 2015 Calera, Alabama 35040

6. The members of the Limited Liability Company shall have the right to admit additional members to the Limited Liability Company upon the unanimous consent of all the members of the Limited Liability Company.

7. The remaining members of the Limited Liability Company shall have the right to continue the legal existence and business of the Limited Liability Company after an event of dissociation (as set forth in the Operating Agreement) terminates the continued membership of a member

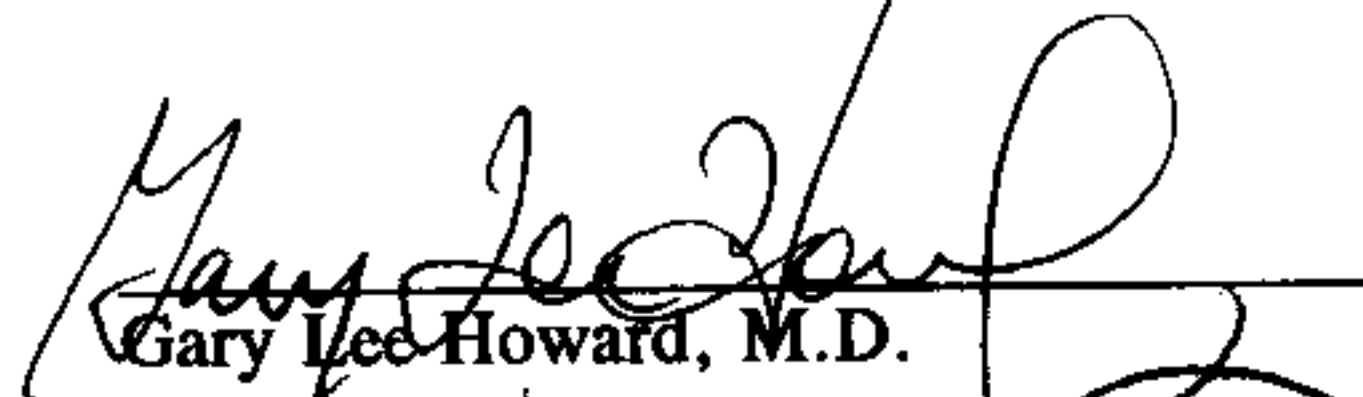
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SHELBY COUNTY JUDGE OF PROBATE
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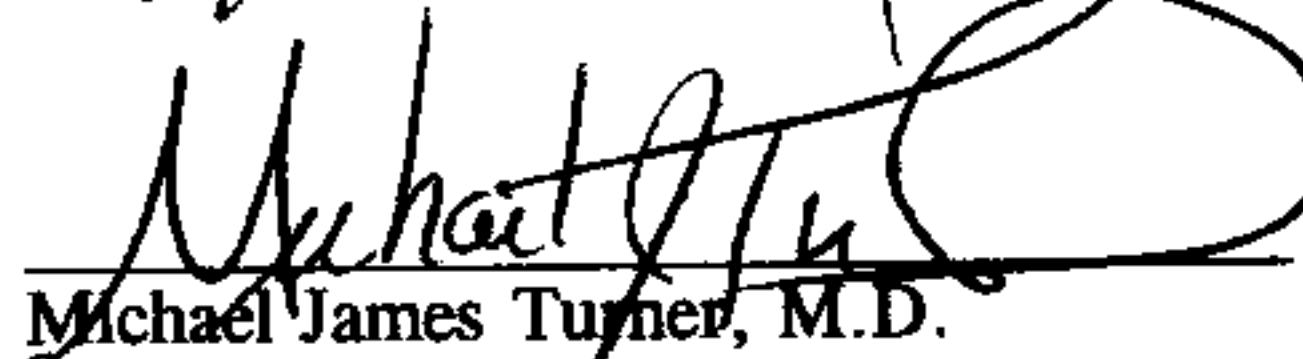
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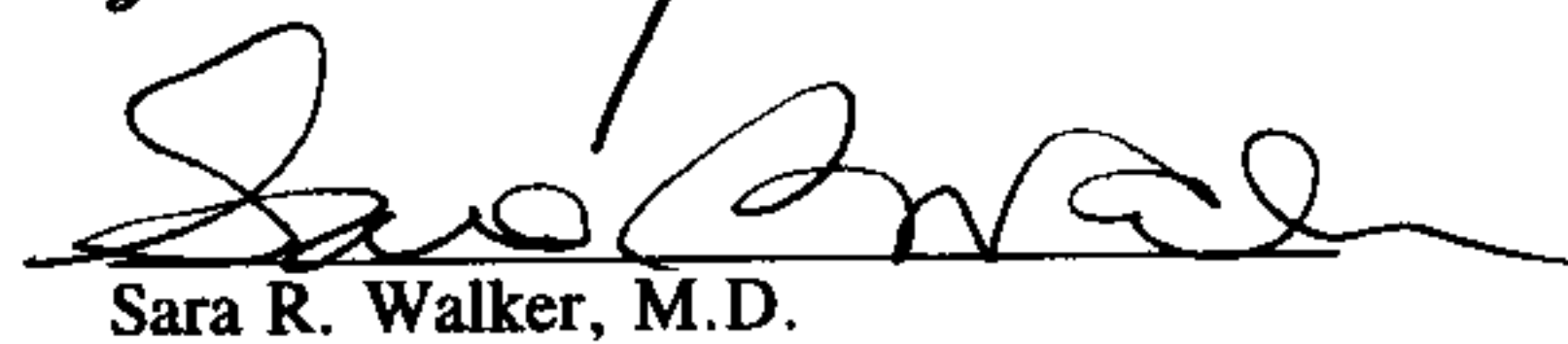
in the Limited Liability Company if: (i) there are at least two remaining members, or at least one remaining member and a new member is admitted; and (ii) the legal existence and business of the Limited Liability Company is continued by the written consent of a majority in interest of the remaining members within 90 days after the occurrence of the event of dissociation. For the purposes of this provision, a majority in interest of the remaining members means interests of one or more remaining members which, when taken together, exceeds fifty percent (50%) of the capital interests and fifty percent (50%) of the profits interests of the remaining members.

8. The Limited Liability Company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this
13th day of August, 1996.


Gary Lee Howard, M.D.


Michael James Turner, M.D.


Sara R. Walker, M.D.

This instrument was prepared
by Joseph T. Ritchey, Esq.
2222 Arlington Avenue South
Birmingham, Alabama 35205

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