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## ARTICLES OF ORGANIZATION

OF

SHELBY FARMS, L.L.C.

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The undersigned, being all the members of Shelby Farms, L.L.C., a limited liability company formed pursuant to Section 10-12-1 et. seq. of the Alabama Code, adopt the following Articles of Organization for such company:

**FIRST:** The name of the company is Shelby Farms, L.L.C.

**SECOND:** The term of the 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 for a period of forty (40) years thereafter; provided, however, that the company shall be dissolved prior to such date (a) upon the written consent of the holders of the portion of the ownership interest of the company specified in the Operating Agreement, as amended from time to time, (b) as provided in the Operating Agreement, as amended from time to time, or (c) as may be required by the Alabama Limited Liability Company Act.

**THIRD:** The purpose or purposes for which the Company is organized are (i) to own and operate real property in the State of Alabama conveyed to the company simultaneously with the formation of the company and such other property as may hereafter be conveyed to the company; (ii) to buy, sell, own, trade, and otherwise handle and deal in, either as principal or agent, and upon commission or otherwise, all kinds of personal and real property whatsoever, and to render services of all kinds and descriptions; and (iii) to transact such other business as may be permitted under the laws of the State of Alabama.

**FOURTH:** The names and addresses of the initial members of the Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nell D. Waite	2052 Parkview Road Pelham, AL 35124
Jerome A. Wander	616 Meadow Drive Birmingham, AL 35242

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**FIFTH:** The address of the initial registered office of the corporation is 616 Meadow Drive, Birmingham, Alabama 35242 and the name of its initial registered agent at such address is Jerome A. Wander.

**SIXTH:** The Company shall be managed by Jerome A. Wander.

**SEVENTH:** The members shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

**EIGHTH:** The remaining members of the Company shall have the right to continue the Company after the occurrence of an event of dissociation terminates the membership of a member as provided in the Operating Agreement, as amended from time to time.

**IN WITNESS WHEREOF,** the undersigned hereby declare and certify that the facts stated herein are true and correct, and for the purpose of forming a limited liability company pursuant to the laws of the State of Alabama they hereunto have signed these Articles of Organization as of the 22<sup>nd</sup> day of March, 1996.



Nell D. Waite



Jerome A. Wander

**THIS INSTRUMENT PREPARED BY:**

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