

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
SHELBY PROPERTIES, 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 Shelby Properties, 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 and manage 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: 2575 Indian Crest Drive, Indian Springs, Alabama 35124, and the name of the initial registered agent at said address shall be Robert Dallas Whitaker, Jr.

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>
Robert Dallas Whitaker, Jr.	2575 Indian Crest Drive Indian Springs, Alabama 35124
Belinda B. Whitaker	2575 Indian Crest Drive Indian Springs, Alabama 35124

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 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.

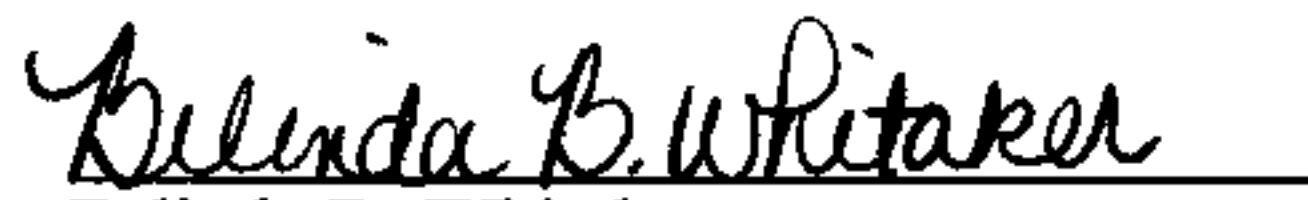
8. The Limited Liability Company shall be managed by a manager who shall serve as manager until the first annual meeting of the members of the Limited Liability Company or until his successor is elected and qualified. The name and mailing address of the manager is as follows:

Robert Dallas Whitaker, Jr.

2575 Indian Crest Drive
Indian Springs, Alabama 35124

6th day of November, 1996. IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this


Robert Dallas Whitaker, Jr.


Belinda B. Whitaker

This instrument was prepared
by Bradley J. Sklar, Esq.
2222 Arlington Avenue South
Birmingham, Alabama 35205

Inst # 1996-37137

11/07/1996-37137
03:15 PM CERTIFIED
2 SHELBY COUNTY JUDGE OF PROBATE
002 SNA 80.00