

ARTICLES OF ORGANIZATION
OF
BENSON PROPERTIES, L.L.C.

THE UNDERSIGNED, for the purpose of forming a limited liability company (the "Company") pursuant to the provisions of the Alabama Limited Liability Company Act (the "LLC Act"), do hereby adopt the following Articles of Organization:

ARTICLE I

The name of the Company is:

"Benson Properties, L.L.C.".

ARTICLE II

The existence 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 until December 31, 2046; *provided, however*, that the Company shall be dissolved prior to such date upon the earlier to occur of (i) the written consent of all the members to dissolve the Company; (ii) as provided in the Operating Agreement; or (iii) as may be required under the LLC Act.

ARTICLE III

The purposes for which the Company is organized are:

- (a) to buy, sell, hold and invest in real estate; and
- (b) to engage in any lawful act or activity for which limited liability companies may be organized under the LLC Act.

ARTICLE IV

The location and mailing address of the initial registered office of the Company in the State of Alabama is 176 Highland View Drive, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is Richard W. Benson.

11/20/1996-38368
01:49 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 80.00

Inst # 1996-38368

ARTICLE V

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

Richard W. Benson
176 Highland View Drive
Birmingham, Alabama 35242

Linda C. Benson
176 Highland View Drive
Birmingham, Alabama 35242

ARTICLE VI

The Company shall admit additional members only upon the terms and conditions set forth in the Operating Agreement.

ARTICLE VII

The Members of the Company shall have the right to continue its business after an event of dissociation terminates the continued membership of a member in the 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 Company is continued by the written consent of all the remaining members within 90 days after the occurrence of such event of dissociation.

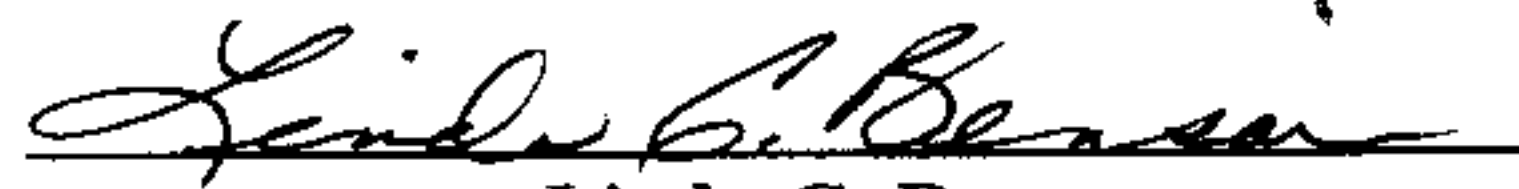
ARTICLE VIII

The Company shall be managed by an operating manager or operating managers. The initial operating managers and their addresses are Richard W. Benson, 176 Highland View Drive, Birmingham, Alabama 35242 and Linda C. Benson, 176 Highland View Drive, Birmingham, Alabama 35242.

IN WITNESS WHEREOF, the undersigned, being the initial members hereinbefore named, do hereby make these Articles of Organization and do hereby affirm that the facts stated herein are true, and accordingly do hereunto sign these Articles of Organization this 10 day of November, 1996.



Richard W. Benson



Linda C. Benson

This instrument prepared by:

✓ John F. Lyle, III, Esq.
Feld, Hyde, Lyle & Wertheimer, P.C.
2100 SouthBridge Parkway,
Suite 590
Birmingham, Alabama 35209

Inst # 1996-38368

11/20/1996-38368
01:49 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 80.00