

ARTICLES OF ORGANIZATION
OF
DONNA'S DEVELOPMENT CO., L.L.C.

Pursuant to the provisions of Act No. 93-724 of the 1993 Alabama Legislature, the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

I. NAME. The name of the Limited Liability Company is DONNA'S DEVELOPMENT CO., L.L.C. (hereinafter the "Company").

II. DURATION. The latest date upon which the Company is to dissolve is December 31, 2043.

III. PURPOSE. The purpose of the Company is to acquire and own real estate, and any and all other lawful purposes.

IV. LOCATION. The location and mailing address of the Company's initial registered office is 1913 Forestknoll Drive, Birmingham, Alabama, 35244, and the name of the Company's initial registered agent at that address is C. Paul Allen, Jr.

V. INITIAL MEMBERS. The names and addresses of the initial members of the Company are:

C. Paul Allen, Jr.
1913 Forestknoll Drive,
Birmingham, Alabama, 35244

Donna T. Allen
1913 Forestknoll Drive,
Birmingham, Alabama, 35244

VI. ADMISSION OF ADDITIONAL MEMBERS. No member of the Company has the right to admit additional members, except as provided in the Company's Operating Agreement.

VII. MANAGEMENT. The Company is to be managed by one or more managers, and the name and mailing address of the initial manager of the Company is:

01/07/1997-00616
11:48 AM CERTIFIED
WELBY COUNTY JUDGE OF PROBATE
80.00

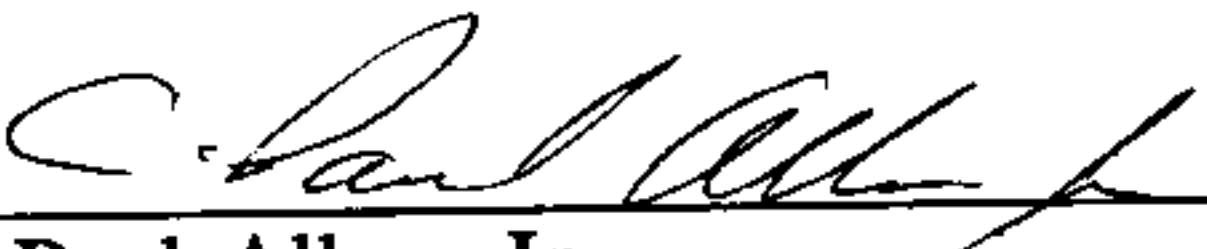
C. Paul Allen, Jr.
1913 Forestknoll Drive,
Birmingham, Alabama, 35244

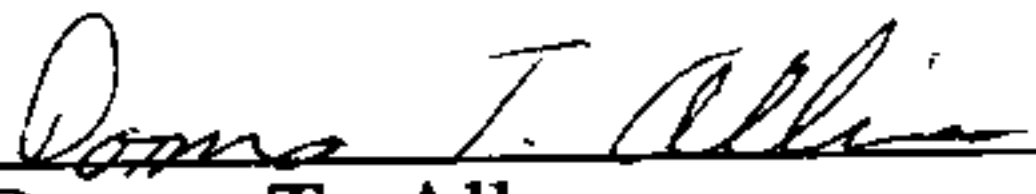
The initial manager shall serve as manager of the company, until the members shall elect a successor, and such successor be duly qualified.

VIII. LIMITED LIABILITY OF MEMBERS. Except as provided by Ala. Code § 10-12-20 or other applicable law, the members of the Company shall not be liable under a judgment, decree, or court order, or in any other manner, for a debt, obligation, or liability of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent, or employee of Company.

IX. CONTINUATION OF BUSINESS UPON DISSOCIATION OF A MEMBER. If a member of the Company becomes dissociated from the Company, pursuant to these Articles, the Operating Agreement, or by operation of law, the Company's affairs shall be wound up, and the Company dissolved, unless the remaining members submit their unanimous written consent within ninety (90) days of dissociation, and there exists at least two remaining members.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 7 day of ~~December, 1996~~ January 1997.


C. Paul Allen, Jr. (Its Member)


Donna T. Allen (Its Member)

THIS INSTRUMENT PREPARED BY:

William B. Hairston, III
Engel, Hairston & Johanson, P.C.
109 North Twentieth Street
P.O. Box 370027
Birmingham, Alabama 35237

Inst # 1997-00616

01/07/1997-00616
11:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NCD 80.00