

## **ARTICLES OF ORGANIZATION**

**OF**

### **BW LEASING COMPANY, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Coded of Alabama, (1975), as amended ( the "Alabama Limited Liability Company Act") hereby file the following Articles of Organization with the probate judge of the county in which the initial registered office of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

#### **ARTICLE 1**

##### **Name**

The name of the limited liability company ("Company") is BW Leasing Company, L.L.C.

#### **ARTICLE II**

##### **Duration**

The company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act.

#### **ARTICLE III**

##### **Purpose**

The Company has been organized for the purpose of acquiring, selling, leasing and developing real property.

Inst # 1997-38762

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03:05 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 MCD 80.00

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**ARTICLE IV**  
**Registered Agent and Office**

The address of the Company's initial registered office in Alabama is 2200 Riverchase Center #608, Birmingham, Alabama 35244. The name of Company's initial registered agent at that address is Ken Bush.

**ARTICLE V**  
**Initial Members**

The names and addresses of the Company's initial members are:

✓ Ken Bush  
2200 Riverchase Center  
Suite 608  
Birmingham, Alabama 35244

Bob Darty  
2200 Riverchase Center  
Suite 608  
Birmingham, Alabama 35244

**ARTICLE VI**  
**Management**

The Company is to be managed by one or more managers. Each initial manager will serve until the first annual meeting of the members or until their successors are elected and qualified. The initial managers are identified as follows:

Bob Darty whose mailing address is 2200 Riverchase Center Suite 608, Birmingham, Alabama 35244.

Ken Bush whose mailing address is 2200 Riverchase Center Suite 608, Birmingham, Alabama 35244.

**ARTICLE VII**  
**Admission of New Members**

Members of the Company have the right to admit new members on the unanimous written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

**ARTICLE VIII**  
**Continuity of Business**


Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution, or dissociation of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the written consent of all the remaining members of the Company within 90 days after the occurrence of the terminating event.

**ARTICLE IX**  
**No Liability**

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, we have executed these Articles of Organization on  
this 26<sup>TH</sup> day of NOVEMBER, 1997 at Birmingham, Alabama.

**MEMBERS:**

  
\_\_\_\_\_  
Ken Bush

  
\_\_\_\_\_  
Bob Darty