

This instrument prepared by:

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**ARTICLES OF ORGANIZATION  
OF  
CHELSEA SERVICES LLC**

Inst # 1998-33433

08/26/1998-33433  
04:19 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
003 CRH 80.00

1. The name of the limited liability company is Chelsea Services LLC (the "Company").
2. The period of the Company's duration shall be from the date these Articles are filed (the "Filing Date") pursuant to the Alabama Limited Liability Company Act, Section 10-12-1, *et seq.*, *Code of Alabama* (1975) (the "Act") until the fiftieth (50th) anniversary of the Filing date, provided that the Company shall be dissolved, and its affairs shall be wound up, upon the occurrence of any of the following events:
  - (a) The written consent of the Initial Member (as defined below) to dissolve the Company;
  - (b) If there is no remaining member of the Company, unless, within ninety (90) days after the cessation of membership of the last remaining member, the holders of all financial rights in the Company agree in writing, pursuant to the Act, to continue the legal existence and business of the Company and to appoint one or more new members;
  - (c) If the Company is not the successor in any merger or consolidation with one or more limited liability companies or other entities; or
  - (d) The entry of a decree of judicial dissolution under the Act.
3. The purpose for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Act, including, without limitation, the following:
  - (a) To own, operate and manage a private sewer system and to provide services related thereto;
  - (b) To engage in the transaction of any lawful business permitted under the laws of the State of Alabama;
  - (c) To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the Company;

(d) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company;

(e) To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Act or under the laws of any jurisdiction in which the Company may conduct its business; and

(f) To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

4. The location and mailing address of the initial registered office of the Company is 2118 First Avenue North, Birmingham, Alabama 35203. The name of its initial registered agent at that address is Russell M. Cunningham, III.

(a) The name and address of the Initial Member of the Company is:

<u>Name</u>	<u>Address</u>
Birmingham Realty Company	2118 First Avenue North Birmingham, Alabama 35203

5. Additional or substitute members shall be admitted to the Company only with the written consent of the Initial Member.

6. The cessation of membership of any member of the Company will result in the dissolution of the Company only if (i) there is no remaining member following such cessation of membership and (ii) the legal existence and business of the Company is not continued pursuant to Paragraph 2(b) of these Articles.

7. Management of the Company is vested in the Initial Member.

8. The Company may indemnify the Initial Member, any subsequent or additional members of the Company, and employees, agents and affiliates of the Company, to the maximum extent provided by law.

9. Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the holders of membership interests of limited liability companies organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all of the holders of membership interests of any such limited liability company, shall apply to this Company and to every holder of membership interests thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Organization.

10. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter provided by law.

The undersigned, acting as the Initial Member of the Company and in accordance with the Act, executes these Articles of Organization as of the 18<sup>th</sup> day of August, 1998.

BIRMINGHAM REALTY COMPANY  
By: *Russell M. Cunningham, III*  
Russell M. Cunningham, III  
President

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned, a notary public in and for said county in said state, hereby certify that Russell M. Cunningham, III, whose name as President of Birmingham Realty Company, an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 18<sup>th</sup> day of August, 1998.

*Allen E. Hagabauer*  
Notary Public

[NOTARIAL SEAL]

My commission expires: 9-19-98

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