

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
PRODUCTION 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 Production 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, 2050; provided, however, that the Limited Liability Company shall be dissolved (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 nature, objective, and purpose for which this Limited Liability Company is organized is set forth as follows:

To specifically engage in the in the direct participation of real estate development business including, without limitation, to sell, exchange, purchase, construct on, rent, lease or manage real property and furthermore, 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: 137 Airpark Industrial Road, Alabaster, Alabama 35007, and the name of the initial registered agent at said address shall be Hugh A. Johnson.

5. The names and mailing addresses of the initial members of the Limited Liability Company are as follows:

Inst # 1998-37878

09/29/1998-37878
12:04 PM CERTIFIED
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002 CRH 80.00

NAME

MAILING ADDRESS

Spruce McRee III

137 Airpark Industrial Road
Alabaster, Alabama 35007

Hugh A. Johnson

137 Airpark Industrial Road
Alabaster, Alabama 35007

L. Brian Cagle

137 Airpark Industrial Road
Alabaster, Alabama 35007

John Peers

137 Airpark Industrial Road
Alabaster, Alabama 35007

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 its members.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this 28TH day of SEPTEMBER, 1998.



Hugh A. Johnson

Inst # 1998-37878

09/29/1998-37878
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