

STATE OF ALABAMA)

SHELBY COUNTY)

Inst # 1998-51163

12/22/1998-51163

02:59 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

002 CRH 80.00

**ARTICLES OF ORGANIZATION
OF
STEVE DICHARA 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 Steve Dichara 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 its duration shall be perpetual; provided, however, that the Limited Liability Company 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 purpose for which this Limited Liability Company (the "Company") is organized is to accomplish the following: (a) maintain control of Company Property; (b) consolidate fractional interests in Company Property; (c) increase wealth; (d) establish a method by which gifts can be made without fractionalizing assets; (e) continue the ownership of Company Property and restrict the right of others to acquire interests in Company Property; (f) provide protection to Company Property from future claims against Equity Owners to the extent permitted by law; (g) prevent the transfer of an Equity Owner's interest in the Company as a result of a failed marriage; (h) provide flexibility in business planning not available through trusts, corporations, or other business entities; (i) facilitate the administration and reduce the cost associated with the disability or probate of the estate of Equity Owners; and (j) promote the Equity Owners' knowledge of and communication about Company Property.
4. The location and mailing address of the initial registered office shall be 204 Marwood Drive, Birmingham, AL 35244, and the name of the initial registered agent at said address shall be Steven C. Dichara.
5. The names and mailing addresses of the initial Members of the Limited Liability Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Steven C. Dichara	204 Marwood Drive Birmingham, AL 35244
Mary Ann Dichara	204 Marwood Drive Birmingham, AL 35244

6. The Limited Liability Company shall be managed by the following Manager who shall serve as Manager until her successor is elected and qualified. The name and mailing address of the initial Manager is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Steven C. Diciara	204 Marwood Drive Birmingham, AL 35244

7. The Company's Units of Ownership shall be divided into Class A Units and Class B Units. Except as expressly may be provided in the Operating Agreement, Class A Units and Class B Units shall be equal in all respects. Class A Units may only be owned by Managers. A Manager may own both Class A Units and Class B Units. In the event any Person who owns a Class A Unit ceases to be a Manager, such Person's Class A Units shall be converted into an equal number of Class B Units. In the event any Person who owns a Class A Unit Transfers a Class A Unit, such transferred Class A Unit shall be converted into a Class B Unit. In the event a Member who owns no Class A Units becomes a Manager in the manner provided in the Operating Agreement, then the lesser of all Class B Units and one Class B Unit of such Member shall be converted into Class A Units upon such Member becoming a Manager.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this 22 day of December 1998.

Steven C. Diciara
Steven C. Diciara

Mary Ann Diciara
Mary Ann Diciara

(MEMBERS)

This instrument was prepared by:
Joseph T. Ritchey, Esq.
Sirote & Permutt, P.C.
2222 Arlington Avenue South
Birmingham, Alabama 35205

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