

ARTICLES OF ORGANIZATION
OF
BTEA, LLC
(AN ALABAMA LIMITED LIABILITY COMPANY)

Pursuant to the provisions of Code of Alabama, 1975, Section 10-12-1 et seq. (the Act as amended from time to time is referred to herein as the "Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I

NAME

The name of this limited liability company is BTEA, LLC (hereinafter referred to as "Company").

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered office of the Company is 2205 Cahaba Valley Drive, Suite 100, Birmingham, Alabama 35242. The Company's registered agent is THOMAS E. POWELL, whose address is 2205 Cahaba Valley Drive, Suite 100, Birmingham, Alabama 35242.

ARTICLE III

MAILING ADDRESS

The mailing address for the principal place of business for the Company is 2205 Cahaba Valley Drive, Suite 100, Birmingham, Alabama 35242.

04/14/1999-15764
09:34 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MMS 80.00

Insert # 1999-15764

ARTICLE IV

DURATION

Unless dissolved earlier, the Company will dissolve automatically on that date which is forty (40) years from the date of the filing of these Articles of Organization.

ARTICLE V

INITIAL MEMBERS

The names and mailing addresses of the initial members are:

<u>Name</u>	<u>Address</u>
BENNY G. PATERNOSTRO	2205 Cahaba Valley Drive, Suite 100 Birmingham, Alabama 35242
THOMAS E. POWELL	2205 Cahaba Valley Drive, Suite 100 Birmingham, Alabama 35242

ARTICLE VI

PURPOSE AND POWERS

Section 6.01 Purpose. This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose, including but not limited to the following purposes: (i) to consolidate assets to reduce operational costs; (ii) to protect the property held by the Company; (iii) to take advantage of the legal and tax flexibilities provided by the limited liability company entity, in general and the Act, in particular; (iv) to invest company assets in accordance with the modern portfolio theory of management, which incorporates the prudent investor rule, instead of under the archaic trust law theory of management, which requires adherence to the prudent investor rule, with potential conflicts between current income and

remaindermen beneficiaries; (v) to institutionalize communications among the members; (vi) to provide for an orderly transfer of Membership Interests by members during lifetime and at death; and (vii) to acquire, exchange, own, manage, develop, subdivide, operate, lease, and sell real estate interests.

Section 6.02 Powers. The Company shall possess and may exercise all the powers and privileges granted by the Act or by any other law or by its Operating Agreement, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business, purposes or activities of the Company.

ARTICLE VII

MANAGEMENT BY MEMBERS

The Company will be managed by its members.

ARTICLE VIII

ADMISSION OF NEW MEMBERS

Section 8.01 New Members Who Acquire Their Membership Interests from the Company. New members may acquire membership interests from the company only with the written consent of all members and when such person's admission is reflected in the records of the Company.

Section 8.02 New Members Who Acquire Their Membership Interests From a Current Member. New members may acquire membership interests from a member of the Company only if the other members unanimously consent in writing and such new member consents to such admission as a new member.

ARTICLE IX
DISSOLUTION

Section 9.01 Dissolution Upon the Occurrence of Specified Events. The occurrence of any of the following events or conditions will cause the Company to dissolve automatically:

- (a) Term. At the end of the duration as provided in ARTICLE IV.
- (b) Unanimous written consent. The written consent of all members to dissolve, wind up and liquidate the Company.

Except for prior amendment to this section, no act by the Company or its members can avoid that dissolution.

Section 9.02 Cessation of Membership. The cessation of membership of one or more members will not result in the dissolution of the Company.

ARTICLE X
INTERIM DISTRIBUTIONS

The Company may make interim distributions to its members only as approved by all of the members.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on this the 6th day of April, 1999.

Brenda M. LeVan
Witness

Benny G. Paternostro
Benny G. Paternostro

Brenda M. LeVan
Witness

Thomas E. Powell
Thomas E. Powell
Inst # 1999-15764