

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

Inst # 1999-19842

ARTICLES OF INCORPORATION
OF
LEHMBERG CROSSING MANAGEMENT, INC.

The undersigned, acting as incorporator of a Corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is Lehmborg Crossing Management, Inc.

SECOND:

- (a) The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of Common Stock of the par value of One Dollar (\$1.00) per share.
- (b) All issued and outstanding shares shall have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one (1) vote per share; and (ii) the right to receive the net assets of the Corporation upon dissolution.

THIRD: The address of the initial registered office of the Corporation is III Riverchase Office Plaza, Suite 102, Birmingham, Alabama 35244, and the name of its initial registered agent at such address is Rick L. Griffith.

FOURTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Marjorie O. Dabbs	100 Centerview Drive, Suite 180 Birmingham, AL 35216

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FIFTH: The names and addresses of the persons who are to serve as initial

Directors are:

<u>Name</u>	<u>Address</u>
E. Paul Strempel, Jr.	III Riverchase Office Plaza, Suite 102 Birmingham, AL 35244
Rick L. Griffith	III Riverchase Office Plaza, Suite 102 Birmingham, AL 35244

SIXTH: The purpose for which the Corporation is organized is limited solely to (A) Being a Member and Manager of Lehmberg Crossing, LLC, an Alabama Limited Liability Company (the "LLC"), (B) acting and exercising all the authority of the Member and Manager of the LLC, and (C) transacting any and all lawful business for which a corporation may be organized under Alabama law that is incident, necessary and appropriate to accomplish the foregoing.

SEVENTH: No Shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

EIGHTH: A Director of the Corporation shall have no liability to the Corporation or its Shareholders for money damages for any action taken, or any failure to take any action, as a Director except liability for (a) the amount of financial benefit received by the Director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or Shareholders; (c) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (d) an intentional violation of criminal law; or (e) a breach of the Director's duty of loyalty to the Corporation or its Shareholders.

NINTH: The period of the Corporation's duration is perpetual.

TENTH: The right to adopt the initial Bylaws of the Corporation is reserved to the Shareholders. Except for ARTICLE XIII of the Bylaws, the Board of Directors of the Corporation is expressly authorized to alter, amend, or repeal the Bylaws; but the Bylaws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the Shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the Shareholders is given; and provided, that only the Shareholders may approve any Bylaw amendment that increases or decreases by more than thirty (30) percent the number of Directors of the Corporation last approved by the Shareholders.

ELEVENTH:

(a) Requirements for Operation of Corporation. The Corporation shall conduct its own business in its own name, shall hold itself out as a separate entity, shall correct any known misunderstanding regarding its separate identity, and shall not identify itself as a division of any other person or entity; shall use separate stationery, invoices and checks bearing its own name; shall maintain books, records and bank accounts separate from any other person or entity; shall hold all of its assets in its own name and shall not commingle its assets with those of any other person or entity; shall maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity and shall not have its assets listed on the financial statement of any other entity; shall file its tax returns separate from those of any other entity and shall not file a consolidated federal income

tax return with any other corporation; shall pay its own liabilities, expenses and salaries of its own employees only out of its own funds; shall allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate; shall maintain adequate capital in light of its contemplated business operations; shall observe all corporate formalities; shall maintain an arm's length relationship with its affiliates and shall enter into transactions with affiliates only on a commercially reasonable basis; shall maintain a sufficient number of employees in light of its contemplated business operations. The Corporation shall not guarantee or become obligated for the debts of any other entity or person; shall not hold out its credit as being available to satisfy the obligations of any other person or entity; shall not acquire the obligations or securities of its affiliates or members; shall not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities); and shall not pledge its assets for the benefit of any other person or entity. The Corporation shall not engage in any dissolution, liquidation, consolidation, merger or sale of assets for so long as the mortgage loan to Capital Lease Funding, L.P. (the "Mortgage Loan") is outstanding and from causing Lehmberg Crossing, LLC (the "LLC") to do any of the foregoing for so long as the Mortgage Loan is outstanding. The Corporation shall continue serving in the capacity of a member of the LLC so long as the Mortgage Loan is outstanding.

(b) Requirements in the Event of Bankruptcy. The unanimous consent of all of the directors of the Corporation is required for the Corporation to, and for the Corporation to cause the LLC to:

(i) File or consent to the filing of any bankruptcy, insolvency, or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;

(ii) Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the LLC or a substantial portion of either of their properties;

(iii) Make any assignment for the benefit of the creditors of the Corporation or the LLC; or

(iv) Take any action in furtherance of any of the foregoing.

(c) Requirements to Amend Articles of Incorporation. For so long as the Mortgage Loan is outstanding, the Corporation is prohibited from amending the provisions specified in ARTICLE ELEVENTH or ARTICLE SIXTH hereof or Section 5.2 or Article XIII of the By-Laws without the consent of Capital Lease Funding, L.P. (the "Lender"). After the securitization of the Mortgage Loan, the provisions specified in the preceding sentence may be amended only if the LLC receives (i) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) approval of such amendment by the Lender or its assigns.

DATED: May 11, 1999.

Marjorie O. Dabbs
Marjorie O. Dabbs

(INCORPORATOR)

This Document was Prepared by:
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205/824-7882

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Lehmberg Crossing Management, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Marjorie Dabbs, 100 Centerview Dr Ste 180, Birmingham, AL 35216 for a period of one hundred twenty days beginning April 29, 1999 and expiring August 28, 1999.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 29, 1999
Date

Jim Bennett
Jim Bennett

Secretary of State
Secretary of State

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