

ARTICLES OF ORGANIZATION  
OF  
CLAYTON I-65 INVESTMENTS, L.L.C.

TO THE HONORABLE JUDGE OF PROBATE  
OF SHELBY COUNTY ALABAMA:

The undersigned, for the purpose of forming a limited liability company (the "Company") pursuant to the provisions of the Alabama Limited Liability Company Act as codified in Alabama Code § 10-12-1, et seq. (the "Act") hereby certifies as follows:

1. NAME. The name of the Company is:

"CLAYTON I-65 INVESTMENTS, L.L.C."

2. OPERATING AGREEMENT. The affairs of the Company, the conduct of its business and the relations of its Members, are regulated and established under the Company's Operating Agreement for Clayton I-65 Investments, L.L.C. as the same may be amended from time to time in accordance with its terms (the "Operating Agreement").

3. PURPOSES and DURATION. The Company has been organized for the purpose of managing and investing the capital contributed to the Company by the Members. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company. The period of duration of the Company shall be perpetual.

4. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company and the name of its initial registered agent are as follows:

W. Larry Clayton  
1010 Bridle Lane  
Helena, Alabama 35080

5. INITIAL MEMBERS. The names and mailing addresses of the initial Member of the Company are as follows:

NAME

ADDRESS

W. Larry Clayton

1010 Bridle Lane  
Helena, Alabama 35080

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6. ADDITIONAL AND SUBSTITUTE MEMBERS. Any additional or substitute members shall be admitted to the Company only in accordance with the terms set forth in the Operating Agreement.

7. CESSATION OF MEMBERSHIP OF ALL MEMBERS. The cessation of membership of all members will result in the dissolution of the Company unless the holders of all the financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Company and to appoint one or more new members.

8. MANAGEMENT OF THE COMPANY. Management of the Company is vested in its manager. The name and mailing address of the initial manager are as follows:

W. Larry Clayton  
1010 Bridle Lane  
Helena, Alabama 35080

9. CLASSES OF MEMBERS. The Company shall have Class A Members and Class B Members. The Class A Members shall be entitled to elect, remove, replace and determine the compensation of the manager. The Class A Members shall also determine who, if anyone, is admitted as an additional or substitute member of the Company. The Operating Agreement shall set out such other rights, powers and duties of the Class A Members and Class B Members.

IN WITNESS WHEREOF, the undersigned, acting as one of the initial Members of the Company, has executed these Articles of Organization as of this 8 day of May June 1999.

  
W. Larry Clayton

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