

**ARTICLES OF ORGANIZATION
OF
ELKINS ENTERPRISES, L.L.C.**

For the purpose of forming a limited liability company under the Alabama Limited Liability Act and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned does hereby sign and adopt these Articles of Organization, and upon filing for record these Articles of Organization in the Office of the Judge of Probate of Shelby County, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article I hereof, shall commence.

ARTICLE I.

NAME

- 1.1 The name of the Company shall be Elkins Enterprises, L.L.C.

ARTICLE II.

PERIOD OF DURATION

- 2.1 The duration of the Company shall be 30 years.

ARTICLE III.

PURPOSES, OBJECTS AND POWERS

- 3.1 The purposes and objects and powers of the Company are:
- (a) To engage in any lawful business, act or activity for which a company may be organized under the Act, it being the purpose and intent of this Article III to invest the Company with the broadest purposes, objects and powers lawfully permitted a company formed under the Act.
 - (b) To carry any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to companies by the laws of the State of Alabama.
 - (c) Without limiting the scope and generality of the foregoing, the Company shall have the following specific purposes, objects and powers:

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(1) To operate a liquor store.

(2) To have and to exercise any and all of the powers specifically granted in the limited liability company laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature character or object of the Company, and none of which are denied to it by these Articles of Organization.

(3) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(4) To purchase, lease, or otherwise acquire any interest in the properties and rights of any person, firm, company or governmental unit; to pay for the same in cash, in shares of stock, bonds, or other securities, evidences of indebtedness or property of this Company or of any other person, firm, company or governmental unit.

(5) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of any stock, bond, obligation or other security, of any person, firm, company, or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.

(6) To purchase or otherwise acquire (including, without limitation, to purchase its own shares or membership interest to the extent of unreserved and unrestricted capital surplus available therefor) to the fullest extent permitted by the Act, and to sell, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations, other securities, or membership interest.

(7) To borrow money from any person, firm, company (business, public or non-profit), or governmental unit and secure any debt by mortgage or pledge of any property of the Company; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(8) To lend money, or aid or extend credit to, or use its credit to assist, any person, firm, company (business, public or non-profit), or governmental unit including, without limitation, its employees and directors and those of any subsidiary, in accordance with the Act.

(9) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to any person, firm, company (business, public or non-profit), or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Company.

(10) To consolidate, merge or otherwise recognize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

- (11) To carry on its business anywhere in the United States and in foreign countries.
- (12) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit sharing plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.
- (13) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

3.2 All words, phrases and provisions appearing in this Article III are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.

ARTICLE IV.

REGISTERED OFFICE AND REGISTERED AGENT

- 4.1 The location and mailing address of the initial registered office of the Company shall be 2534 Elizabeth Drive, Pelham, AL 35124.
- 4.2 The initial registered agent at such address shall be Kenneth W. Elkins.

ARTICLE V.

INITIAL MEMBERS

- 5.1 The names and mailing addresses of the initial members of the Company are as follows:

NAME	ADDRESS
✓ Kenneth W. Elkins	2534 Elizabeth Drive, Pelham, AL 35124
Bryan A. Elkins	P.O. Box 532, Thorsby, AL 35171

ARTICLE VI.

ADMISSION OF ADDITIONAL MEMBERS

From and after the date of the formation of the Company, any person or entity acceptable to the Member or Members by his/their unanimous vote thereof may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as the Member or Members by his/their unanimous vote(s) shall

detrimental or as a transferee of a Member's membership interest or any portion thereof as approved by the Members by their unanimous vote, subject to the terms and conditions of these Articles of Organization and Operating Agreement.

ARTICLE VII.

DISSOCIATION, DISSOLUTION AND TERMINATION

7.1 A person shall cease to be a Member of the Company upon the occurrence of any event specified in Section 10-12-36(b) of the Code (a "Dissociation Event").

7.2 The Company shall be dissolved upon the occurrence of any of the following events:

- (i) When the period fixed for the duration of the Company shall expire pursuant to Section 2.1 hereof;
- (ii) by the unanimous written agreement of all Members; or
- (iii) upon the occurrence of the Dissociation Event (the "Remaining Members") and the economic interest owners remaining immediately after the Dissociation Event within ninety (90) days after the Dissociation Event and there are at least two Remaining Members or one Remaining Member and a new Member is admitted.

ARTICLE VII.

MANAGEMENT

The Company shall be managed by Kenneth W. Elkins.

ARTICLE IX.

INTERNAL AFFAIRS

9.1 The initial Operation Agreement of the Company shall be adopted by the initial Members. The power to alter, amend, or repeal the Operating Agreement or adopt new Operating Agreement shall be vested in the Members, which power may be exercised in the manner and to the extent provided in the Operating Agreement. The Operating Agreement may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company, the Members not inconsistent with the Act or these Articles of Organization.

9.2 The business and affairs of the Company shall be managed by Kenneth W. Elkins.


9.3 Any contract or other transaction which is fair and reasonable to the Company between the Company and one or more of its Members, or between the Company and any firm of which one or more of its Members are members or employees, or in which they are financially interested, or between the Company and any company or association of which one or more of its Members are shareholders, members, directors, officers, or employees, or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of the person at the meeting of the Members of the Company or any committee thereof the acts upon, or in reference to, the contract or transaction if either (a) the fact of such interest shall be disclosed or known to the Members, or such committee, as the case may be, and the Members or such committee shall, nevertheless, authorize or ratify the contract or transaction or (b) the fact of such relationship or interest disclosed to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent. The interested Members shall not be counted in determining whether a quorum is present and shall not be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a Member of the Company is hereby relieved from any liability that might otherwise arise by reason of his or her contracting with the Company for the benefit of any firm or company in which he or she may be in any way interested.

ARTICLE X.

MEMBERSHIP

Additional members may be admitted under the provisions set forth in Code of Alabama, 1975 §10-12-31, as amended from time to time. Members shall comply with the terms of the Limited Liability Company's Operating Agreement.

IN TESTIMONY WHEREOF, witness the hand and seal he undersigned members on this the 24th day of SEPTEMBER, 1999.



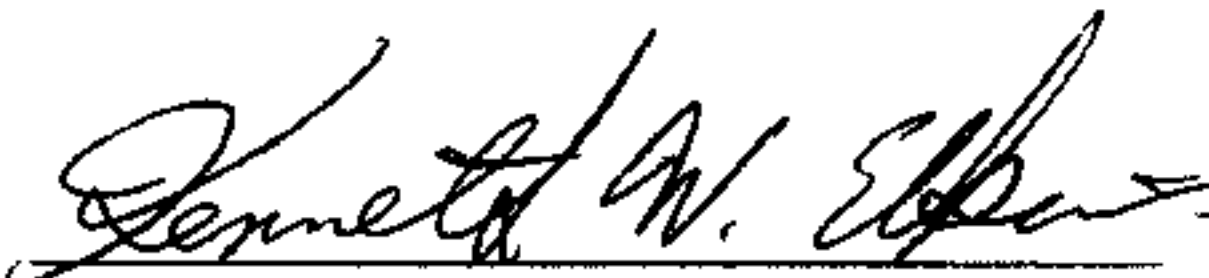
witness

MY COMMISSION EXPIRES JULY 19, 2003


address

witness

address



Kenneth W. Elkins, Member



Bryan A. Elkins, Member
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