

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION
OF
RIVERCHASE HOLDINGS, LLC

Pursuant to the provisions of the Alabama Limited Liability Company Act, §§10-12-1 et seq., Code of Alabama, 1975 (the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company is Riverchase Holdings, L.L.C. (the "Company").

ARTICLE II
DURATION

The Company shall dissolve and terminate thirty (30) years following the date these Articles of Organization are filed with the probate judge of the county in which the initial registered office is located.

ARTICLE III
PURPOSES

The purposes, objects and powers of the Company are to engage in any lawful business, act or activity for which a limited liability company may be organized under the Act, it being the purpose and intent of this Article to vest the Company with the broadest purposes, objects and powers lawfully permitted a limited liability company under the Act, including, without limitation, the buying, selling, hiring, leasing, operating, dealing in or otherwise using, at any

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place or places, real and personal property of any and every kind and description and to engage in any and all activities necessary or incidental to the foregoing.

ARTICLE IV

REGISTERED AGENT; REGISTERED OFFICE

The location and street address of the initial registered office shall be Riverchase Holdings, LLC, 1121 Riverchase Office Road, Birmingham, Alabama 35244, and its registered agent of such address shall be Steven N. Smith.

ARTICLE V

INITIAL MEMBERS

The names and mailing addresses of the initial Members of the Company are as follows:

<u>Name</u>	<u>Address</u>
Keith M. Barfield	1121 Riverchase Office Road Birmingham, AL 35244
Robert D. Farris	1121 Riverchase Office Road Birmingham, AL 35244
Donald W. Murphy, Jr.	1121 Riverchase Office Road Birmingham, AL 35244
John P. Shank	1121 Riverchase Office Road Birmingham, AL 35244
Steven N. Smith	1121 Riverchase Office Road Birmingham, AL 35244

ARTICLE VI

ADDITIONAL MEMBERS

Additional members can be admitted at such times and upon such terms and conditions as all the Members may agree.

ARTICLE VII
INITIAL MANAGER

The Company's business and affairs shall be managed by one or more managers. The name and business address of the initial manager who is to serve as the manager until the first annual meeting of the Members or until his successor is elected and qualified is as follows:

Name

Steven N. Smith

Address

1121 Riverchase Office Road
Birmingham, AL 35244

ARTICLE VIII
RIGHT TO CONTINUE BUSINESS

Pursuant to §10-12-34 of the Act, the business of the Company may be continued in the event there are no remaining members, if one or more new members are appointed in the manner stated in the operating agreement.

IN WITNESS WHEREOF, the undersigned, has duly executed these Articles of Organization this 30th day of March, 2000.

(Signature)


Steven N. Smith

THIS INSTRUMENT WAS PREPARED BY:

Steven N. Smith
Steven N. Smith, P.C.
1121 Riverchase Office Road
Birmingham, AL 35244

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