

THE ARTICLES OF ORGANIZATION OF HIGHER GROUNDS, L.L.C.

Pursuant to the Provisions of CODE OF ALABAMA § 10-12-1 *et seq.* (1975), known as the "Alabama Limited Liability Company Act," the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name of Limited Liability Company

The name of the limited liability company shall be Higher Grounds, L.L.C. (the "Company").

ARTICLE II

Period of Duration

The Company shall have a perpetual duration from the date of organization until the end of time, unless it is dissolved and its affairs are wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III

Statement of Purpose

The purpose for which the Company is formed is to engage in any lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office and Registered Agent

The location and street address of the initial registered office of the Company shall be 8228 Wynwood Drive, Helena, Alabama 35080.

The Company's registered agent at such address shall be David R. Carothers.

ARTICLE V

Initial Members and Organizers

The initial members shall also be the organizers. The names and addresses of the initial members/organizers are:

David R. Carothers
8228 Wynwood Drive
Helena, Alabama 35080

Harry N. Pearson, Jr.
262 Clairmont Road
Sterrett, Alabama 35147

ARTICLE VI

Member Management

The Company shall be managed by its members who have been identified in Article V as the initial members/organizers.

ARTICLE VII

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members, and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VIII

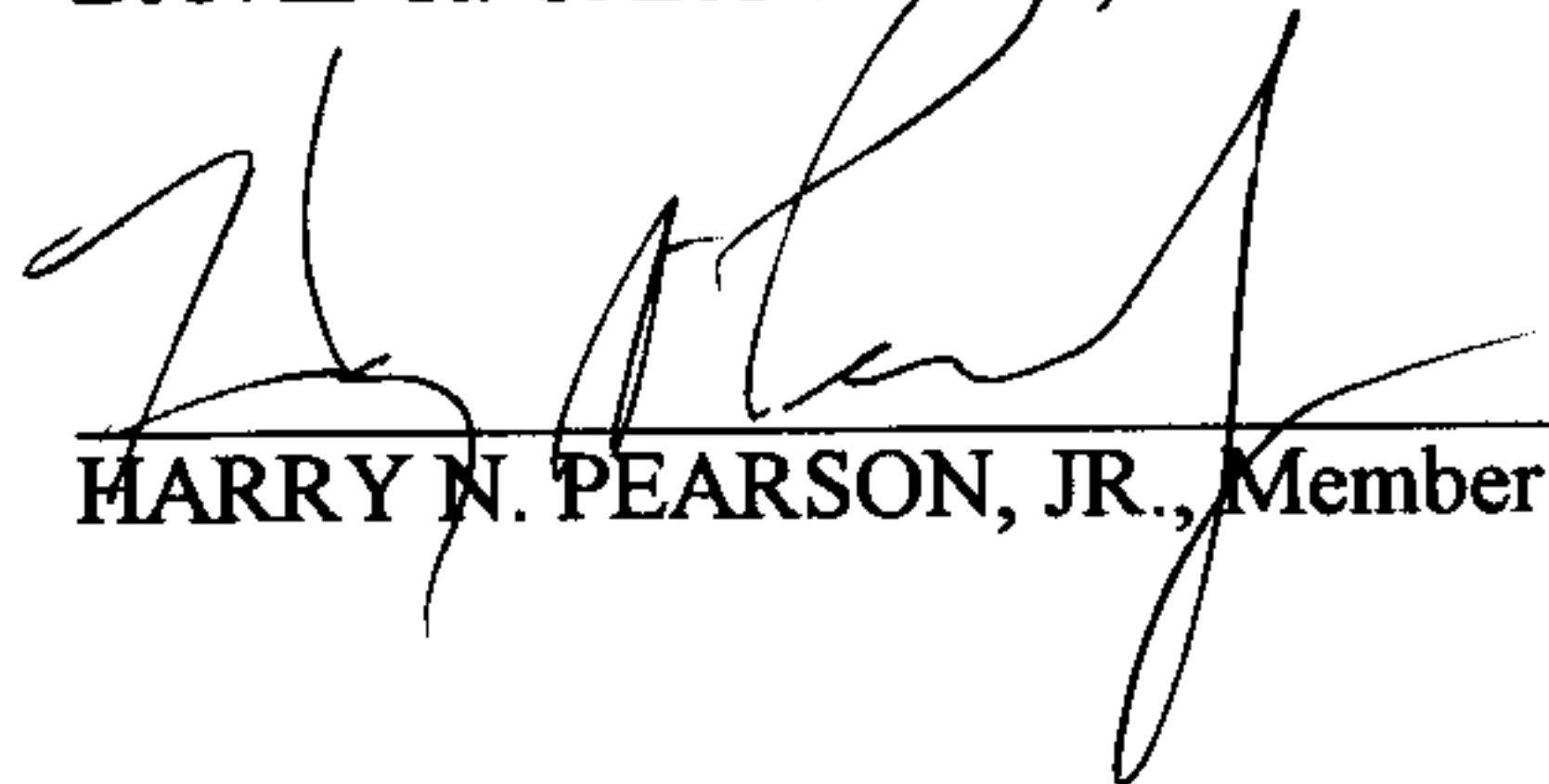
Cessation of Membership

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

IN WITNESS WHEREOF, these Articles have been subscribed as of the 18th day of January, 2001, by the undersigned members/organizers, who affirm that the statements made herein are true under the penalties of perjury.



DAVID R. CAROTHERS, Member



HARRY N. PEARSON, JR., Member

DOCUMENT PREPARED BY:

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