

STATE OF ALABAMA     )  
COUNTY OF SHELBY    )

*Manager Managed*

## ARTICLES OF ORGANIZATION

OF

**HPHB LLC**

Pursuant to the provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), as amended, the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

### ARTICLE I

#### Name

The name of the limited liability company shall be **HPHB LLC** (the "Company").

### ARTICLE II

#### Duration

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act") or the Operating Agreement of the Company.

### ARTICLE III

#### Purposes

The purposes for which the Company is formed are:

(a) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, develop, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to manage, market, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein, and to engage in any and all business activities related to or incidental thereto;

(b) To lend money and to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and to take and hold real and personal property as security for the payment of funds so loaned or invested; and

(c) To transact any or all lawful business for which limited liability companies may be organized under the Alabama Limited Liability Company Act.

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ARTICLE IV  
Registered Office; Registered Agent

The location and mailing address of the initial registered office of the Company shall be 2224 Cahaba Valley Drive, Suite B-3, Birmingham, Alabama 35242, and the name of its registered agent at such address shall be Alan Howard.

ARTICLE V  
Initial Members

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

R. Clark Parker  
2224 Cahaba Valley Drive  
Suite B-3  
Birmingham, Alabama 35242

Alan Howard  
2224 Cahaba Valley Drive  
Suite B-3  
Birmingham, Alabama 35242

Belvin Curtis Harper  
2224 Cahaba Valley Drive  
Suite B-3  
Birmingham, Alabama 35242

David W. Brasfield  
554 Castlebridge Lane  
Birmingham, Alabama 35242

ARTICLE VI  
Organizer

The name and address of the organizer are:

Gene T. Price  
Burr & Forman LLP  
Suite 3100 SouthTrust Tower  
420 North 20th Street  
Birmingham, Alabama 35203

ARTICLE VII  
Admission of Additional Members

Upon the written consent of a majority of the Members, the Company may permit the admission of additional Members, and the terms and conditions of their admission are set forth in the Operating Agreement of the Company.

ARTICLE VIII  
Cessation of Membership

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

ARTICLE IX  
Manager

The Company is to be managed by three (3) Managers as provided in the Operating Agreement. The names and addresses of the initial Managers of the Company, and who shall serve until their successors are elected and shall begin serving, are:

R. Clark Parker  
2224 Cahaba Valley Drive  
Suite B-3  
Birmingham, Alabama 35242

Alan Howard  
2224 Cahaba Valley Drive  
Suite B-3  
Birmingham, Alabama 35242

Belvin Curtis Harper  
2224 Cahaba Valley Drive  
Suite B-3  
Birmingham, Alabama 35242

ARTICLE X  
Regulation of Internal Affairs

The provisions for the regulation of the internal affairs of the Company are set forth in the Operating Agreement of the Company.

**IN WITNESS WHEREOF**, these Articles have been subscribed as of the 4th day of April, 2001 by the undersigned Organizer, who affirms that the statements made herein are true under the penalties of perjury.

**ORGANIZER:**

A handwritten signature in black ink, appearing to read "Gene T. Price", is written over a horizontal line.

Gene T. Price

This document was prepared by:  
Gene T. Price, Esq.  
Burr & Forman LLP  
420 20th Street North, Suite 3100  
Birmingham, Alabama 35203  
205/251-3000

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