

This Document Prepared By:

Richard A. Pizitz, Jr.
Attorney at Law
Berkowitz, Lefkovits, Isom & Kushner
420 North 20th Street, Suite 1600
Birmingham, AL 35203

Inst # 2001-14323

ARTICLES OF ORGANIZATION
OF
CLAYTON-FARMER-O'NEAL DEVELOPMENT, LLC

02:37 PM CERTIFIED
002 DLH 80.00

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY ALABAMA:

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

1. **NAME.** The name of the limited liability company (the "Company") is:

Clayton-Farmer-O'Neal Development, LLC

2. **DURATION.** The period of duration of the Company shall be perpetual; provided, however, that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in the Operating Agreement of the Company in effect from time to time

3. **PURPOSES.** The Company has been organized for the purposes of acquiring, developing, leasing, maintaining, selling and otherwise dealing in real estate. 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, securities broker, securities dealer or investment advisor.

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 at that address are:

Delton Lane Clayton
100 Applegate Court
Pelham, Alabama 35124

5. **INITIAL MEMBERS.** The names and mailing addresses of the initial members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Delton Lane Clayton	P. O. Box 602 Helena, Alabama 35080
Robert Connor Farmer, Jr.	217 Oak Forest Drive Pelham, Alabama 35124
Howard Matthew O'Neal	1015 Bridle Lane Helena, Alabama 35080

6. **ORGANIZER.** The name and address of the organizer of the Company are:

Richard A. Pizitz, Jr.
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

7. **ADDITIONAL MEMBERS.** Additional members may be admitted to the Company only in accordance with the provisions of the Operating Agreement of the Company.

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

MANAGEMENT OF THE COMPANY. The Company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned, acting as the organizer of the Company, has executed these Articles of Organization on April 13, 2001.


Richard A. Pizitz, Jr.

Inst # 2001-14323

475782-1
000002.000007

04/13/2001-14323
02:37 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
2 002 DLH 80.00

Inst # 2001-14323