

**ARTICLES OF ORGANIZATION OF  
LB DEVELOPMENT, L.L.C.**

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

**ARTICLE I**

*Name*

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

**ARTICLE II**

*Duration*

The period of duration shall be perpetual, unless the Company is dissolved and its affairs wound in accordance with the Alabama Limited Liability Company Act (the "Act").

**ARTICLE III**

*Purposes*

The purposes for which the Company is formed are:

- (a) To own, manage, and develop real property and to engage in all other lawful activities related thereto;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

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(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

**ARTICLE IV**

*Registered Office; Registered Agent*

The location and street address of the initial registered office of the Company shall be Shelby County, Alabama in 2477 Valleydale Road, Suite B-3, Birmingham, AL 35244, and its registered agent at such address shall be Robert A. Lewis.

**ARTICLE V**

*Initial Members*

The names and addresses of the initial members are:

Robert A. Lewis	2477 Valleydale Road, Suite B-3 Birmingham, AL 35244
Thomas A. Lewis	2477 Valleydale Road, Suite B-3 Birmingham, AL 35244
John Bryant	8 2 <sup>nd</sup> Avenue North Birmingham, Alabama 35204

**ARTICLE VI**

*Admission of Additional Members*

Upon the unanimous written consent of the members, the Company may permit the

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admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

**ARTICLE VII**

*Continuation of Business*

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted, and (ii) the business of the Company is continued by the written consent of all of the remaining members within 90 days after the occurrence of the event of dissociation.

**ARTICLE VII**


*Member Managed*

The Company shall be managed by its members in accordance with the Act and as further set forth is the Company's Operating Agreement.

IN WITNESS WHEREOF, these Articles have been subscribed as of the  
17<sup>th</sup> day of DECEMBER, 2001 by the undersigned  
members, who affirm that the statements made herein are true under the penalties of perjury.

  
Robert A. Lewis, Member

  
Thomas A. Lewis, Member

  
John Bryant, Member

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