

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION
OF
HABJACK, LLC

Pursuant to the Provisions of Section 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 HABJACK, LLC, (the "Company").

ARTICLE II - *Duration*

The Company shall have a duration from the date of organization for fifty (50) years, unless it is dissolved and its affairs wound up prior to that date 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 develop certain property located in Helena, Shelby County, Alabama, into Estate Lots;
- (b) 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;
- (c) 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;
- (d) 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, corporation, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (e) 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
- (f) To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

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ARTICLE IV - Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 177 Elvira Road, Helena, Alabama 35080, and its registered agent at such address shall be Terry M. Habshey.

ARTICLE V - Initial Members (and Organizer)

The names and addresses of the initial members are:

Davis Graham Jackson
3262 Starlake Drive
Birmingham, Alabama 35226

The Habshey First 1998 Irrevocable Trust
177 Elivra Road
Helena, AL 35080

The Habshey Second 1998 Irrevocable Trust
177 Elivra Road
Helena, AL 35080

The name and address of the organizer is:

James J. Odom, Jr.
Post Office Box 11244
Birmingham, AL 35202-1244

ARTICLE VI - 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 VII - 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 22nd day of February, 2002, by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

A. Marshall
Witness

ORGANIZER:

James J. Odom, Jr.

This document prepared by
James J. Odom, Jr.
Post Office Box 11244
Birmingham, AL 35202-1244

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