

ARTICLES OF ORGANIZATION

OF

HONEA PROPERTIES, L.L.C.

Pursuant to the Provisions of Act No. 97-920 of the 1997 Alabama Legislature, as amended, the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I: NAME

The name of this Limited Liability Company shall be HONEA PROPERTIES, L.L.C.

ARTICLE II: DURATION

The period of duration is perpetual.

ARTICLE III: PURPOSES

The Limited Liability Company has been organized for the following purposes:

1. To engage in the business of buying, selling, leasing, building upon or operating any other business on any property owned by the L.L.C.
2. To enter into, make and perform contracts and agreements of every kind for any lawful purpose, with any person, firm, company, municipality, or political body, whether related to the business purpose stated in ¶ 1 above or not, and generally to carry on any and every lawful business which a Limited Liability Company is permitted to do by the Constitution and laws of the State of Alabama; and such other business shall not be limited to the State of Alabama; and
3. In furtherance and not limited by of the aforesaid objects, to carry on any lawful business, to sell all types of goods and perform all types of services, and to do anything convenient in connection with the carrying on of such business; and to do business without any restrictions in any legal business in the State of Alabama, or any other state of the United States, and to own, buy and sell personal property and to borrow money and issue its bonds, notes or mortgages therefore.

ARTICLE IV: REGISTERED AGENT/OFFICE

The location and street address of the initial registered office shall be 4818 Caldwell Mill Lane, Birmingham, Alabama 35242, and its registered agent at such address shall be W. Jeff Honea.

ARTICLE V: OTHER OFFICES

Other offices for the transacting of business shall be located at such places as the business of the L.L.C. may require.

ARTICLE VI: INITIAL MEMBERS

The names and addresses of the initial Members are:

W. Jeff Honea
4818 Caldwell Mill Lane
Birmingham, Alabama 35242

✓ Boardman Carr + Weed (File)

Emily O. Honea
4818 Caldwell Mill Lane
Birmingham, Alabama 35242

ARTICLE VII: ADDITIONAL MEMBERS

The initial members shall have the right to admit additional members upon unanimous consent and agreement of the original members and the remaining members continue to hold their positions.

ARTICLE VII: MEMBERS' MEETINGS

All meetings of the members of the L.L.C. shall be held at the principal office of the L.L.C. or at such other place as may be legally designated by the managers.

The annual meeting of the members of the L.L.C. shall be held at 4818 Caldwell Mill Lane, Birmingham, Alabama 35242 on the 31st of December of each year unless such day be a legal holiday, in which case the meeting shall be held at the same time on the next succeeding day not a legal holiday.

A special meeting of the members of the L.L.C. may be called at any time by the managers. It shall be the duty of the managers to call a special meeting of the members whenever so requested by members holding 25% or more in interest of the capital of the L.L.C.

Notice of the time, place and purpose of all meetings of the members, regular and special, shall be mailed at least ten days prior to the date of the meeting by the Secretary to each member of record at his or her address. Notwithstanding the failure to give notice as hereinbefore provided, any meeting shall be a legal meeting for the transaction of all business if each member is either present, in person or by proxy, or has in writing waived such notice.

Except as may otherwise be provided by law, a majority of the capital entitled to vote and outstanding, represented in person or by proxy by member of record, shall constitute a quorum at any meeting of members, but the members present at any such meeting, in person or by proxy, though less than a quorum, may adjourn the meeting to a future time and the adjourned meeting may be held at such time without further notice.

Each member shall be entitled to one vote for each dollar of capital held by him or her, which vote shall be cast either in person or by written proxy filed with the Secretary of the meeting prior to being voted. Such proxy shall entitle the holder thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof unless provided to the contrary herein.

ARTICLE VIII: MANAGERS

The names and addresses of the managers of Honea Properties, L.L.C. who will serve until such time that their successors are elected and begin serving are:

W. Jeff Honea
4818 Caldwell Mill Lane
Birmingham, Alabama 35242

Emily O. Honea
4818 Caldwell Mill Lane
Birmingham, Alabama 35242

Robert Nell Honea, Sr.
710 Indian Trail
Birmingham, Alabama 35124

Robert Nell Honea Jr.
710 Indian Trail
Birmingham, Alabama 35124

Thomas W. Oates
1511 Lake Point Terrace
Lakeland, Florida

The members at the annual meeting of the members shall elect managers, who shall hold office until the succeeding annual meeting of members or until their successors are duly elected and qualified.

All L.L.C. powers shall be exercised by or under authority of and the management of the business and property of the L.L.C., shall be under the direction of the managers.

Regular meetings of the managers shall be held immediately after adjournment of each annual members' meeting and at such other times and places as the managers by vote may determine, and no notice of regular meetings of the managers need be given.

Special meetings of the managers may be called at any time by the managers. Notice for the time and place of all special meetings shall be given to each manager by the person or persons calling such meeting by mailing same at least five days before such meeting or by delivering, in person or by telephone or telegram, same at least twenty-four hours before such meeting. Notwithstanding the failure to give notice as hereinbefore provided any meeting shall be a legal meeting for the transaction of all business if each manager is either present or has at any time in writing waived such notice.

A majority of the managers, as constituted at such time, shall constitute a quorum at any meeting of the managers, but the managers present, though less than a quorum, may adjourn the meeting to a future time, and the adjourned meeting may be held at such time without further notice.

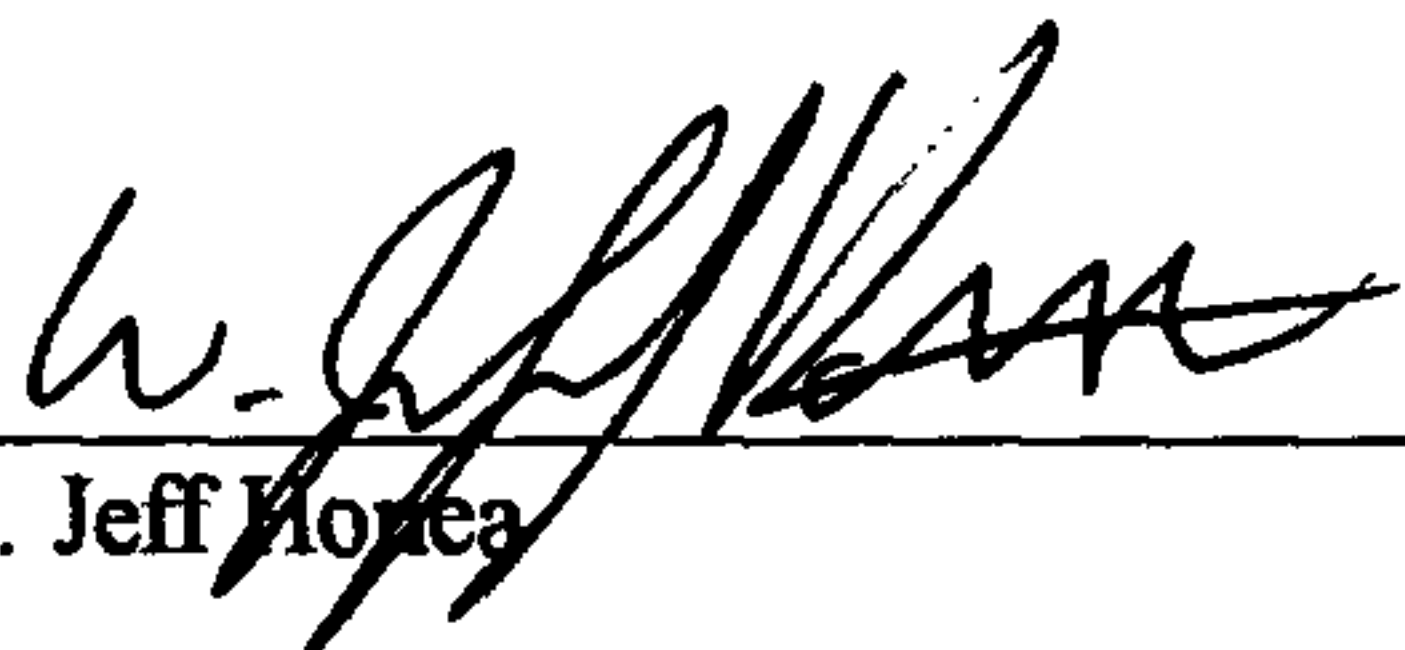
At any meeting of members, a majority in interest of all the capital may remove from office any manager.

Vacancies in the positions of managers may be filled for the unexpired term by the affirmative vote of a majority of the remaining managers though less than a quorum of the managers.

ARTICLE IX: FINANCE

The funds of the L.L.C. shall be deposited in such banks and trust companies as the managers shall designate. All orders for the payment of money, notes and other evidences of indebtedness issued in the name of the managers shall designate the members, agent or agents of the L.L.C. signing as authorized by the managers.

IN WITNESS THEREOF, the undersigned members have executed these Articles of Organization, on this, the 21 day of August, 2002.


W. Jeff Honea

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that W. Jeff Honea, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 21st day of August, 2002.

Susan Owen
Notary Public

SEAL

My commission expires: 8-15-04

Emily O. Honea
Emily O. Honea

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Emily O. Honea, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand this 23rd day of August, 2002.

Susan Owen
Notary Public

SEAL

My commission expires: 8-15-04