



THIS DOCUMENT WAS PREPARED BY:

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STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF ORGANIZATION

OF

THE RESTORE COMPANIES, LLC

The undersigned, acting as an organizer of a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby files the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

NAME

The name of this limited liability company (the "Company") shall be:

The Restore Companies, LLC

ARTICLE II

DURATION

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

ARTICLE III

PURPOSES

The nature of the business of the Company and its objects, purposes and powers are:

- (a) To act as a holding company for various entities;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any company may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;
- (d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Company or by the transfer of an interest or the granting of membership in the Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and
- (e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV

REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Company shall be 245 Cahaba Valley Parkway, Suite 200, Pelham, Alabama 35124, and its registered agent at such address shall be Debra O. Delgado.

ARTICLE V

INITIAL MEMBERS

The names and addresses of the initial members (the "Members") of the Company are:

<u>MEMBER</u>	<u>ADDRESS</u>
R. Frank Brown, Jr.	P.O. Box 190 Cullman, Alabama 35056-0190
Joseph W. Jones, Jr.	710 Whetstone Street Monroeville, Alabama 36460
J. Norman Estes	931 Fairfax Park Tuscaloosa, Alabama 35406
Jeff E. Hutton	P.O. Box 190 Cullman, Alabama 35056
Claude E. Lee	931 Fairfax Park Tuscaloosa, Alabama 35406
David Estes	645 Haymarket Lane Tuscaloosa, Alabama 35405
Debbie Elmore	10464 Loganwood Drive Northport, Alabama 35476
Carol Moseley	3303 Culloden Way Birmingham, Alabama 35242

Alex Baker	109 Meadow View Circle Pelham, Alabama 35124
Gail Bimbo	931 Fairfax Park Tuscaloosa, Alabama 35406
Linda Daniel	931 Fairfax Park Tuscaloosa, Alabama 35406
John Burchfield	15228 West Windy Road Northport, Alabama 35476
Larry Keefer	141 Blue Ridge Drive Monroeville, Alabama 36460
David McAbee	710 Whetstone Street Monroeville, Alabama 36460
Debra O. Delgado	2015 Bulldog Bend Road Brierfield, Alabama 35655
William Neal	925 Lake Forest Circle Hoover, Alabama 35243

ARTICLE VI

ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the agreement of the Managers as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VII

OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles.

ARTICLE VIII

CONTINUATION UPON CESSATION OF MEMBER

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within 90 days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement or Articles of Organization.

ARTICLE IX

MANAGEMENT

The Company's business and operations shall be managed by a Board of Managers, pursuant to the provisions governing the management of the Company as set forth in the Company's Operating Agreement. The names and mailing addresses of the initial Board of Managers are as follows:

<u>MANAGER</u>	<u>ADDRESS</u>
Jeff E. Hutton	P.O. Box 190 Cullman, Alabama 35056-0190
Joseph W. Jones, Jr.	710 Whetstone Street Monroeville, Alabama 36460
Claude E. Lee	931 Fairfax Park Tuscaloosa, Alabama 35406

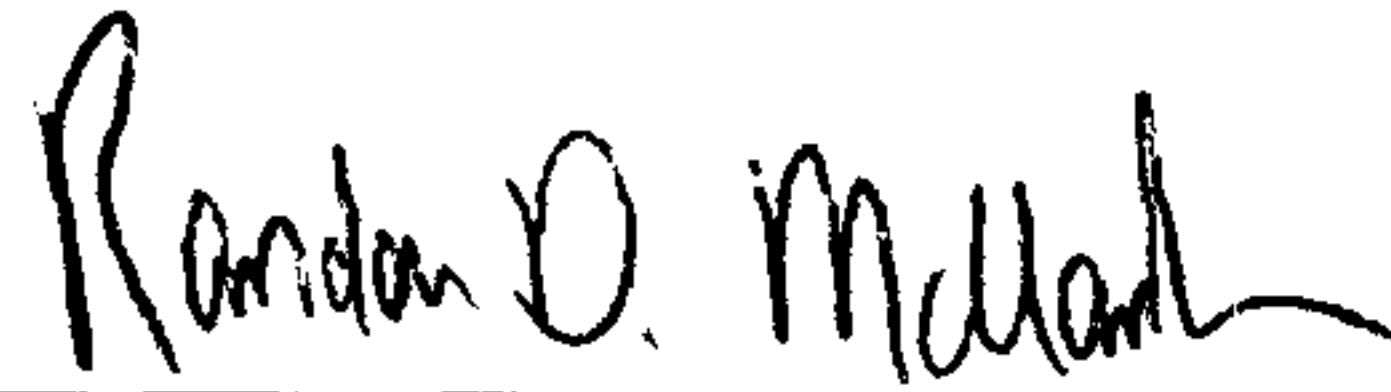
ARTICLE X

ORGANIZER

The Organizer of the Company is:

Randall D. McClanahan
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, AL 35203-2618

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization, on this, the 15th day of June, 2004.



Randall D. McClanahan