



STATE OF ALABAMA )

COUNTY OF SHELBY )

**ARTICLES OF ORGANIZATION  
OF  
109 NORTH PROPERTIES, LLC**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

The name of the limited liability company is 109 NORTH PROPERTIES, LLC (hereinafter referred to as the "Company").

ARTICLE II

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama until the first to occur of the following:

- (a) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time; or
- (b) Upon the written unanimous consent of all the members of the Company.

ARTICLE III

The purpose for which the Company is organized is to engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.

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ARTICLE IV

The location and mailing address of the initial registered office of the Company shall be 5 Riverchase Ridge, Birmingham, Alabama 35244. The initial registered agent for service of process at the foregoing address shall be R. Shan Paden.

ARTICLE V

The names and mailing addresses of the initial members of the Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
E. Todd Paden	1809 Second Avenue Bessemer, Alabama 35020
R. Shan Paden	5 Riverchase Ridge Birmingham, Alabama 35244
Ronald R. Gilbert	1809 Second Avenue Bessemer, Alabama 35020

ARTICLE VI

The name and mailing address of the Organizer of the Company is R. Shan Paden, 5 Riverchase Ridge, Birmingham, Alabama 35244.

ARTICLE VII

The members of the Company shall have the right to admit additional members to the Company upon the unanimous consent of all of the members of the Company.

ARTICLE VIII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Company if (i) there is at least one remaining member; and (ii) the legal existence and business of the Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event which terminates the continued membership of a

member of the Company.

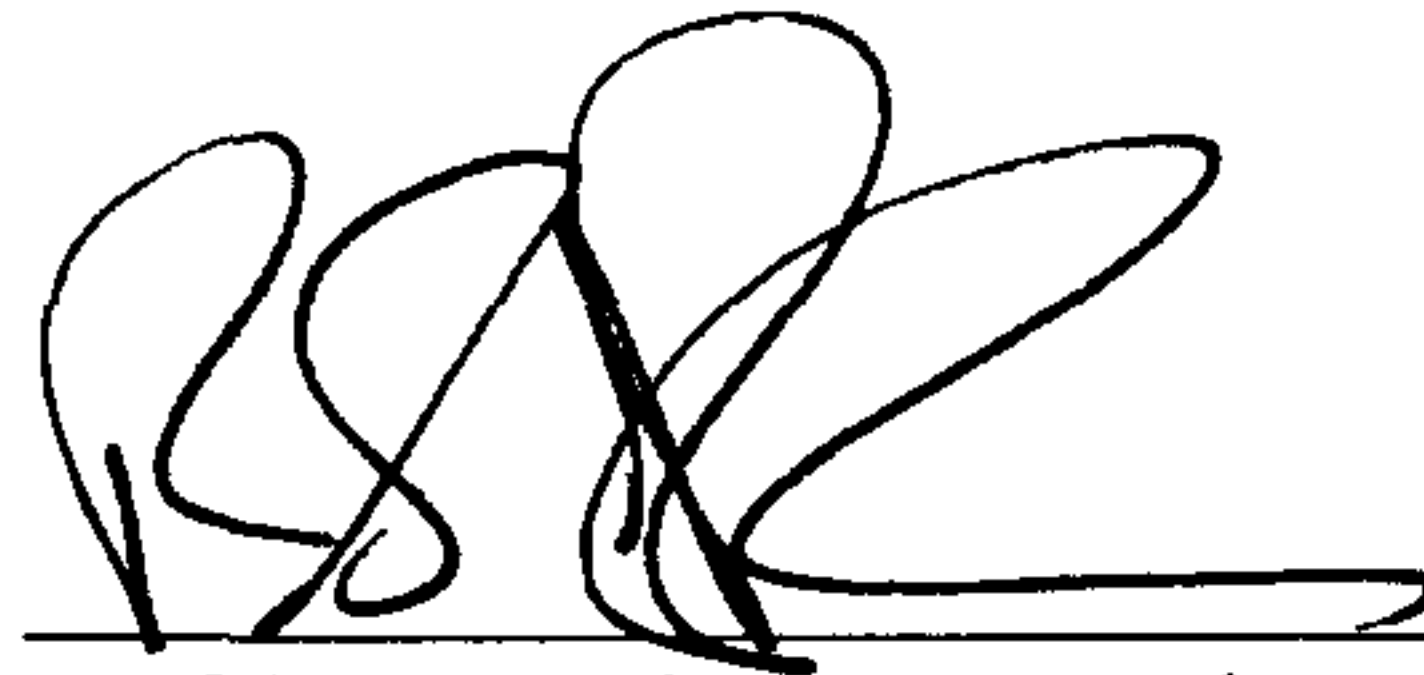
ARTICLE IX

The Company shall be managed by its members.

ARTICLE X

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned, constituting the Organizer of the Company, has executed these Articles of Organization this the 29 day of July, 2004.



R. Shan Paden, Organizer

This instrument prepared by:

R. Shan Paden, Esq.  
Paden & Paden  
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