

STATE OF ALABAMA
DOMESTIC LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION GUIDELINES

20041102000603820 Pg 1/3 80.00
Shelby Cnty Judge of Probate, AL
11/02/2004 15:10:00 FILED/CERTIFIED

INSTRUCTIONS:

STEP 1: THE NAME OF THE LIMITED LIABILITY COMPANY MUST CONTAIN THE WORDS LIMITED LIABILITY COMPANY, LLC OR L.L.C.
STEP 2: FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF ORGANIZATION IN THE COUNTY WHERE THE LLC'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY THE PROBATE FILING FEE.

PURSUANT TO THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION.

Article I The name of the Limited Liability Company:
B & K Properties, LLC
(Your company title must end with the words Limited Liability Company, L.L.C. or LLC)

Article II The duration of the Limited Liability Company is Perpetual.

Article III The Limited Liability Company has been organized for the following purpose(s):
Rental properties

Article IV The street address (NO PO BOX) of the registered office: 322 East Highway 25 Columbiana, Alabama 35051 and the name of the registered agent at that office: Willie M. Thomas, Jr.

Article V The names and addresses of the initial member(s), and organizer (if any):
✓ Willie M. Thomas Jr 322 East Hwy 25 Columbiana, AL 35051
Karen H. Thomas 322 East Hwy 25 Columbiana, AL 35051
(Attach additional sheets if necessary.)

Article VI If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualified.
Willie M Thomas Jr 322 East Hwy 25 Columbiana AL 35051
Karen H Thomas 322 East Hwy 25 Columbiana AL 35051

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in the operating agreement of the LLC.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this the 1st day of November, 2004.

THIS DOCUMENT PREPARED BY:

Willie M Thomas Jr
Signature of Member/Organizer

**STATE OF ALABAMA
SHELBY COUNTY**

**ARTICLES OF ORGANIZATION
OF
B&K PROPERTIES L.L.C.**

Pursuant to the Provisions of Act No. 93-724 of the 1993 Alabama legislature of the Alabama Limited Liability Company Act ("Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

**ARTICLE I
Name**

The name of the limited liability company ("Company") is B&K Properties, LLC.

**ARTICLE II
Duration**

The Company shall be dissolved, and its affairs wound up, upon the occurrence of the first of the following events:

- (i) the unanimous written consent of the Members to dissolve the Company;
- (ii) an event of dissociation of a member pursuant to Section 10-12-36 of the Act, unless there are at least two Remaining Members (or at least one Remaining Member and a new Member is admitted) and the legal existence and business of the Company is continued by unanimous consent of the Remaining Members within ninety (90) days thereafter;
- (iii) when the Company is not the successor in a merger or a consolidation of the Company with one or more entities; or
- (iv) upon the entry of a decree of judicial dissolution pursuant to Section 10-12-38 of the Act.

ARTICLE III

The purposes for which the Company is formed are as follows:

- (a) To engage in the operation and management of Rental Warehouses.
- (b) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV
Registered Agents and Office

The address of the Company's initial registered office in Alabama is 322 East Highway 25 Columbiana, Alabama 35051. The name of the Company's initial registered agents at that address are Willie M. Thomas, Jr, and Karen H. Thomas.

ARTICLE V
Initial Members

The names and addresses of the Company's members are:

Willie M. Thomas, Jr. 322 East Highway 25 Columbiana, Alabama 35051.
Karen H. Thomas 322 East Highway 25 Columbiana, Alabama 35051.

ARTICLE VI
Management

The Company is to be managed by both members, Willie M. Thomas, Jr. and Karen H. Thomas.

ARTICLE VII
Admission of New Members

Members of the Company have the right to admit new members on the unanimous written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII

The remaining members of the Company shall have the right to continue the business after an event or dissociation terminates the continued membership of a member in the Company on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 1st day of November, 2004 at 322 East Highway 24 Columbiana, Alabama 35051.

B&K PROPERTIES L.L.C.


Willie M. Thomas, Jr. Managing Member


Karen H. Thomas, Managing Member