

**ARTICLES OF ORGANIZATION
OF
DANIEL REALTY COMPANY III, LLC**

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Act (the "Act"), Code of Alabama, Section 10-12-1, et seq. (1999), do hereby certify as follows:

1. **NAME.** The name of the limited liability company (the "Company") is Daniel Realty Company III, LLC.
2. **DURATION.** The period of duration of the Company is perpetual; provided, however, that the Company shall cease to exist and its affairs shall be wound up upon its dissolution in accordance with Section 10-12-37 of the Act.
3. **PURPOSES.** The purposes for which the Company is organized shall be the transaction of any and all lawful business for which a limited liability company may be organized under the Act, including, without limitation, the following:
 - (a) To purchase, acquire, own, sell, develop, invest in, exchange, encumber, hypothecate, operate, pledge, mortgage, manage, lease, syndicate, finance, or otherwise deal in and with improved and unimproved real and personal property, stocks, bonds, and other securities and evidences of indebtedness, options to acquire any of the foregoing, interests in general partnerships, limited partnerships, limited liability partnerships, limited liability companies, corporations and other entities, and such other assets, property and investments as the Members deem appropriate;
 - (b) To accomplish any lawful business whatsoever or which shall at any time appear conducive to or expedient for the protection or benefit of the Company and its property;
 - (c) To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Act or under the laws of any other jurisdiction in which the Company may conduct its business; and
 - (d) To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.
4. **INITIAL REGISTERED OFFICE AND AGENT.** The location and mailing address of the initial registered office of the Company is 1000 Garland Cove, Hoover, Alabama 35242. The name of its initial registered agent at that address is T. Charles Tickle.
5. **INITIAL MEMBERS.** The names and mailing addresses of the initial members of the Company are as follows:

Name

Address

Tickle Holdings LLC

3595 Grandview Parkway
Suite 400
Birmingham, Alabama 35243-1930

Allan D. Worthington

3595 Grandview Parkway,
Suite 400
Birmingham, Alabama 35243-1930

Christopher A. Brown

3595 Grandview Parkway,
Suite 400
Birmingham, Alabama 35243-1930

6. The members of the Company shall have the right to admit additional members upon the terms and conditions contained in the Company's operating agreement.

7. The cessation of membership of one or more members shall not result in the dissolution of the Company unless (a) the remaining member(s) unanimously consent to the dissolution of the Company upon such cessation; or (b) there are no remaining members after such cessation and no new member(s) have been admitted to the Company.

8. The Company shall be managed by one or more managers. The name and address of the initial manager, who shall serve until its successor is elected and qualified, is as follows:

Name

Address

Daniel Realty Corporation,
an Alabama business corporation

3595 Grandview Parkway,
Suite 400
Birmingham, Alabama 35243-1930

9. The operating agreement of the Company shall be executed by each Member of the Company. It shall set forth all provisions for the regulation of the internal 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. The operating agreement shall include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the company, transfers of interests, dissolution, accounting and records, the tax matters partner and indemnification. These provisions together with any other provisions that may be included in the operating agreement, as such agreement may be from time to time amended and/or restated in accordance with its terms, are hereby incorporated by reference.




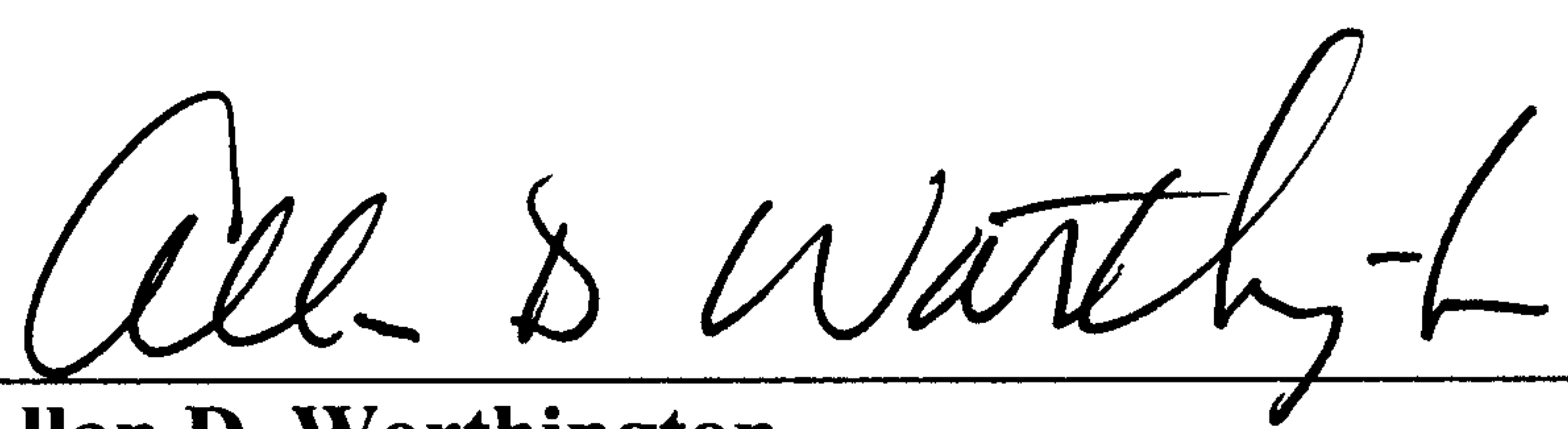
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Shelby Cnty Judge of Probate, AL
04/27/2005 02:14:56PM FILED/CERT


IN WITNESS WHEREOF, the undersigned, acting as initial members of the Company,
in accordance with the Act execute these Articles of Organization as of the 27th day of
April, 2005.

MEMBERS:

**TICKLE HOLDINGS LLC, an Alabama limited
liability company**

By: 
Its Manager


Allan D. Worthington


Christopher A. Brown