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**ARTICLES OF ORGANIZATION  
OF  
SOMMERVILLE FAMILY, L.L.C.**

Pursuant to the Alabama Limited Liability Company Act, the undersigned hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the Limited Liability Company:

*SOMMERVILLE FAMILY, L.L.C.*

**ARTICLE II  
PERIOD OF DURATION**

The existence of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue indefinitely, however, that the Limited Liability Company shall be dissolved: (a) upon the written consent of all of the Members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

**ARTICLE III  
PURPOSES AND POWERS**

To do any and everything necessary and proper for the accomplishment of the objectives necessary or incidental to the benefit of the Limited Liability Company.

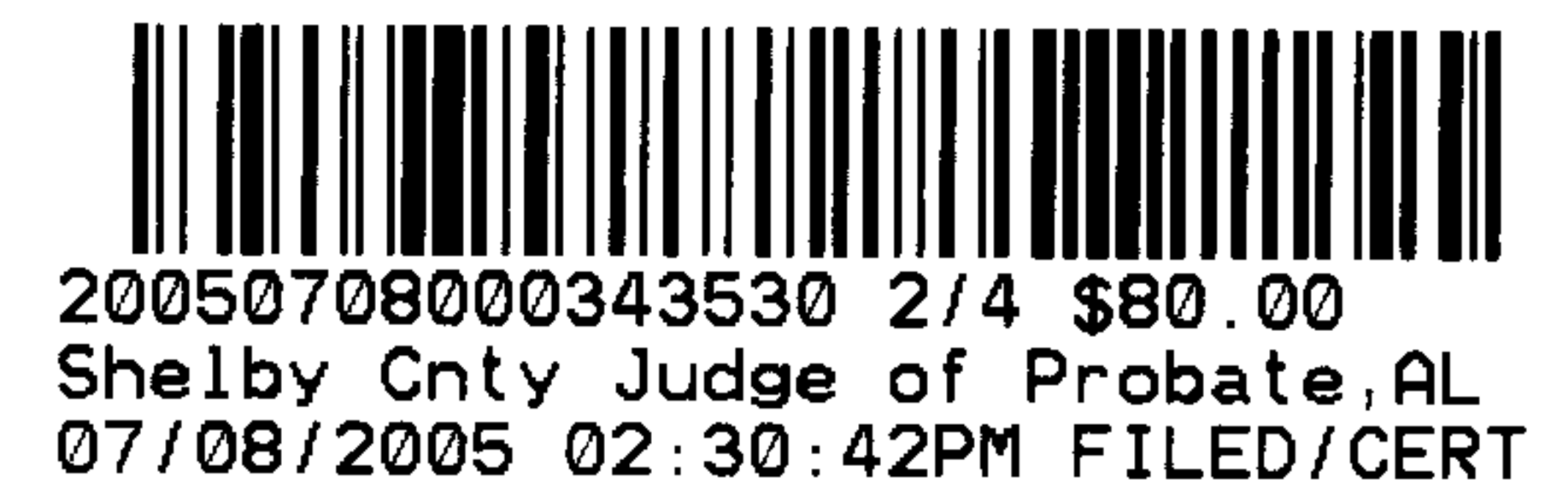
To have and exercise all powers conferred by the laws of the State of Alabama upon Limited Liability Companies, including, specifically but not exclusively, the Alabama Limited Liability Company Act.

In addition to those powers specifically conferred upon the Limited Liability Company by law, it is hereby expressly provided that the powers of the Limited Liability Company shall not be limited or restricted in any manner otherwise granted by law.

**ARTICLE IV  
REGISTERED OFFICE AND REGISTERED AGENT**

The location and mailing address of the Registered Office is:

✓ *208 Oak Mountain Circle  
Pelham, Alabama 35124*



The Registered Agent is:

*William H. Sommerville, III*

**ARTICLE V  
INITIAL MEMBERS**

The name and mailing address of the initial Member in the Limited Liability Company is as follows:

*William H. Sommerville, III  
208 Oak Mountain Circle  
Pelham, Alabama 35124*

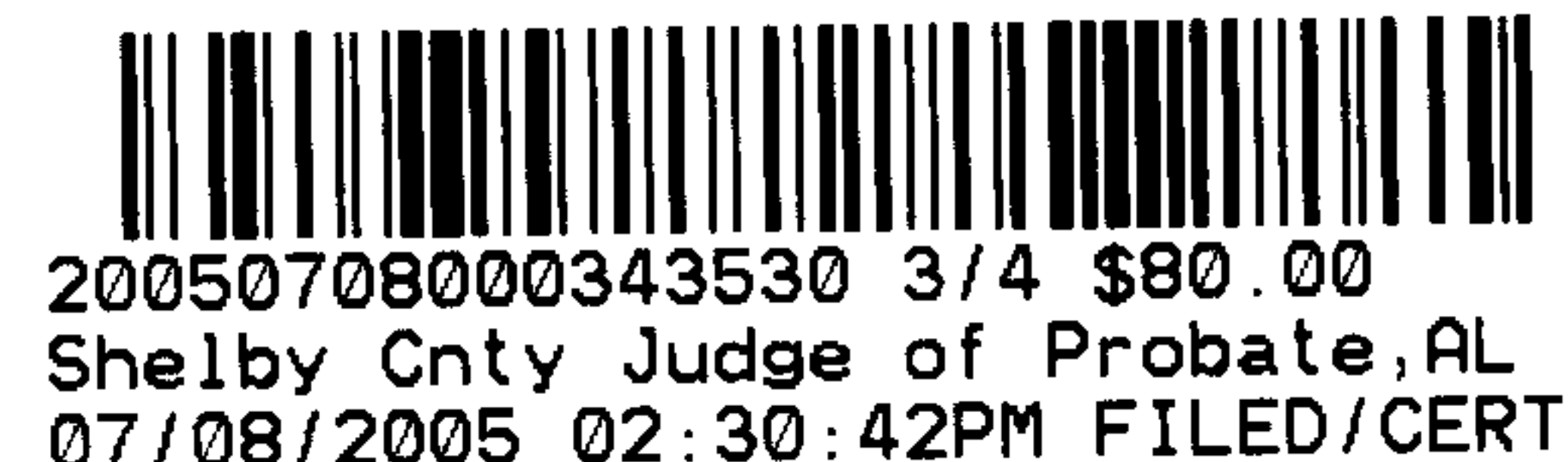
*Elizabeth DeRamus Sommerville  
208 Oak Mountain Circle  
Pelham, Alabama 35124*

*William H. Sommerville, IV  
208 Oak Mountain Circle  
Pelham, Alabama 35124*

*Judson Cain Sommerville  
208 Oak Mountain Circle  
Pelham, Alabama 35124*

**ARTICLE VI  
ADDITIONAL MEMBERS**

The Members of the Limited Liability Company shall have the right to admit additional Members to the Limited Liability Company upon the unanimous consent of all the Members of the Limited Liability Company. Such additional Members shall have the rights, powers and privileges of the initial Members provided the additional Member signs the current form of Operating Agreement of the Limited Liability Company. The procedure for admitting new Members shall be set forth in the Operating Agreement. New Members shall be deemed to be admitted as a Member on the date set forth in any written consent, resolution, or other written instrument signed by all current Members. The current Members may condition a person's membership on the Limited Liability Company's receipt of any required capital contributions. If any additional Member's or current Member's capital contribution is payable in installments or otherwise after the date of membership, such Member's continued membership may be made contingent upon full payment of the required capital contribution, and the Operating Agreement or any other instrument admitting a Member may set forth such other terms, conditions, remedies and forfeitures as the Members or Managers may deem advisable to provide for payment of any required capital contribution. Unless the Members unanimously agree to admit a person as a Member in



accordance with the foregoing and the terms of the Operating Agreement, no person who acquires an interest or financial right in the Limited Liability Company (by transfer, assignment or devise from another Member or otherwise) shall become a Member, and such person shall only be entitled to receive such distributions and allocations in respect of such interest or financial right as may be provided in the Operating Agreement.

## **ARTICLE VII DISSOLUTION AND CONTINUATION**

The Limited Liability Company may be dissolved and its affairs wound up as specified in the Operating Agreement.

When there is no remaining Member, either: (i) the holders of all the financial rights in the Limited Liability Company may agree in writing, within 90 days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or (ii) the legal existence and business of the Limited Liability Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement.

## **ARTICLE VIII MANAGEMENT**

Pursuant to § 10-12-21 (b), Code of Alabama 1975, Management of the Limited Liability Company is hereby vested in a Management Team. The Management Team shall consist of a President, Vice-President, Secretary and Treasurer. Collectively, the Members who serve in these management positions will be referred to as the Officers of the Company. No member, acting solely in the capacity as Member, is an agent for the Limited Liability Company. Every member of the Management Team, however, is an agent of the Limited Liability Company for the purpose of its business or affairs, and the acts of the Officers, including, but not limited to, the execution in the name of the Limited Liability Company of any instrument, for carrying on in the usual way the business or affairs of the Limited Liability Company binds the company. The respective duties of the Officers shall be set forth in the Operating Agreement. A member of the Management Team may hold more than one office. A Member who holds more than one office may be referred to by any one or all of the office titles held. The initial Members to hold the offices of the Management Team (the Officers, as outlined below), shall serve in their respective capacities until the first annual meeting or until other Officers are duly elected as provided for in the Operating Agreement. The initial Officers (Managers) of the Limited Liability Company are as follows:

### **PRESIDENT**

*William H. Sommerville, III*

### **VICE-PRESIDENT**

*Elizabeth DeRamus Sommerville*

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SECRETARY

*Elizabeth DeRamus Sommerville*

TREASURER

*Elizabeth DeRamus Sommerville*

**ARTICLE IX  
ADOPTION OF OPERATING AGREEMENT**

The initial Operating Agreement of the Limited Liability Company shall be adopted by its Members. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Limited Liability Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned Members execute these Articles of Organization on this 8<sup>th</sup> day of July, 2005.

SOMMERVILLE FAMILY, L.L.C.

  
William H. Sommerville, III, Member

  
Elizabeth DeRamus Sommerville, Member

  
William H. Sommerville, IV, Member

  
Judson Cain Sommerville, Member