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Shelby Cnty Judge of Probate, AL
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ARTICLES OF ORGANIZATION
OF
GB Properties, L.L.C.

Pursuant to the Provisions of Sections 10-12-1, *et seq.*, Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company, Articles of Organization.

ARTICLE I

Name of Limited Liability Company

The name of the limited liability company is: **GB Properties, L.L.C.** (the “Company”).

ARTICLE II

Duration

The duration of this Company shall be perpetual.

ARTICLE III

Purposes

The purposes for which the Company is formed shall be to invest in real estate through acquisitions, development and management services. However, the Company may also engage in any and every other kind or type of business, whether or not pertaining to the foregoing, upon which the Members may at any time or from time to time agree.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 105 Stratshire Lane, Pelham, Alabama 35124, and, its registered agent at such address shall be: Edith M. Gerhart

ARTICLE V

Initial Members

The name and address of the initial members are:

Edith M. Gerhart
105 Stratshire Lane
Pelham, Alabama 35124

Thomas N. Gerhart, III
1926 16th Avenue. So.
Birmingham, Alabama

Kirsten G. Bryant
2233 Royal Crest Drive
Vestavia Hills, Alabama 35216

William J. Bryant, III
2233 Royal Crest Drive
Vestavia Hills, Alabama 35216

ARTICLE VI

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

ARTICLE VII

Continuation of Business

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted, and (ii) the business

of the Company is continued by the written consent of all of the remaining members within 90 days after the occurrence of the event of dissociation.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 22nd day of February, 2006, by the undersigned members who affirm that the statements made herein are true under the penalties of perjury.



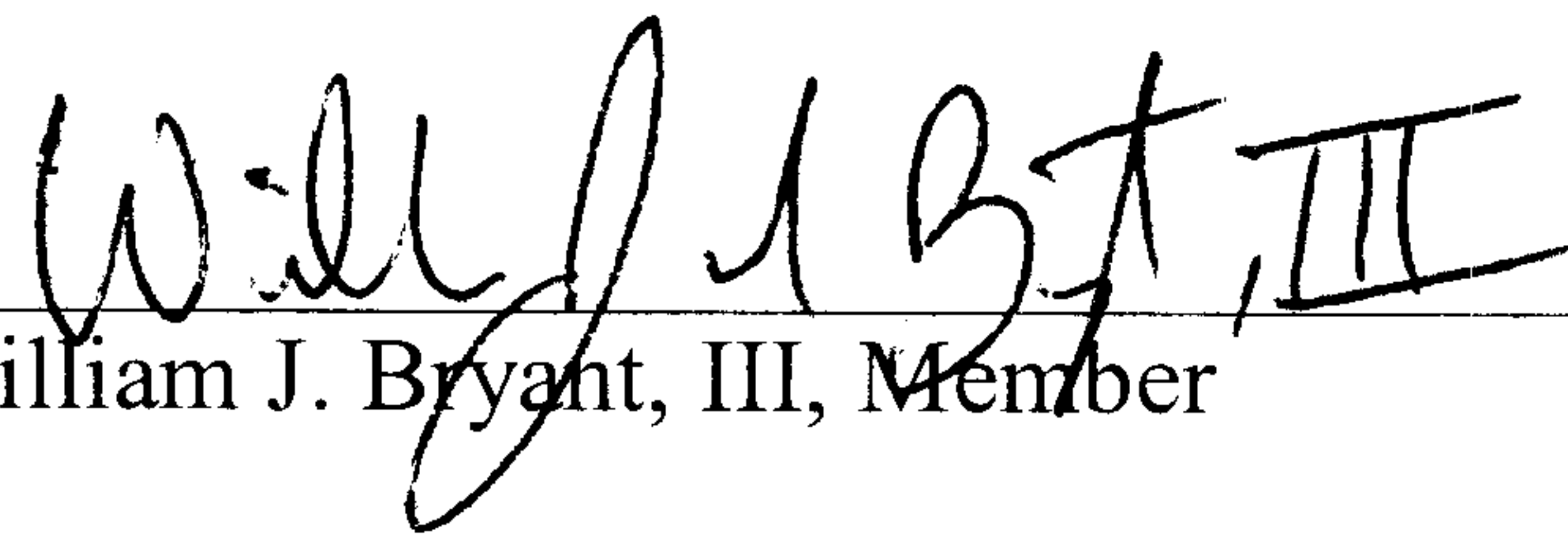
Edith M. Gerhart, Member



Thomas N. Gerhart, III, Member



Kirsten G. Bryant, Member



William J. Bryant, III, Member



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