



20061215000612580 1/16 \$80.00  
Shelby Cnty Judge of Probate, AL  
12/15/2006 03:48:07PM FILED/CERT

This Instrument Prepared By:  
Brian T. Williams  
✓ Dominick, Fletcher, Yeilding,  
Wood & Lloyd, P.A.  
2121 Highland Avenue  
Birmingham, Alabama 35205

STATE OF ALABAMA )  
:  
SHELBY COUNTY )

**ARTICLES OF ORGANIZATION  
OF  
SUGG ALABAMA REAL ESTATE, LLC**

The undersigned, acting as the organizers of a limited liability company under the Alabama Limited Liability Company Act, Code of Alabama, Title 10, Chapter 12 (1975), as the same may be amended from time to time, hereby adopt the following Articles of Organization for **SUGG ALABAMA REAL ESTATE, LLC** (the "Company"):

**ARTICLE ONE  
NAME**

The name of the Company is **SUGG ALABAMA REAL ESTATE, LLC**.

**ARTICLE TWO  
PERIOD OF DURATION**

The Company shall continue in existence until dissolved in accordance with the provisions of the Company's Operating Agreement, or, if there is no provision in an operating agreement of the Company governing dissolution of the Company, then in accordance with the provisions of the Alabama Limited Liability Company Act.

**ARTICLE THREE  
PURPOSE**

The business of the Company shall be, to the extent permitted by law, (1) to engage in ownership, management and operation of investments; (2) to have and exercise all powers set forth in Code of Alabama, Section 10-12-4 (1975), as the same may be amended from

time to time; and (3) to engage in any lawful business or other activity, whether or not related or incidental to any of the foregoing activities. The Company is organized to accomplish the following:

- (a) maintain control of Company assets;
- (b) facilitate transactions with respect to Company assets by the Manager;
- (c) consolidate fractional interests in assets;
- (d) increase wealth;
- (e) establish a method by which gifts can be made without fractionalizing assets;
- (f) continue the ownership of Company assets and restrict the right to acquire interests in Company assets;
- (g) provide protection to Company assets from future claims against any Equity Owner to the extent permitted by law;
- (h) prevent the transfer of an Equity Owner's interest in the Company as a result of a failed marriage;
- (i) provide flexibility in business planning not available through trusts, corporations, or other business entities;
- (j) facilitate the administration and reduce the cost associated with the disability or probate of the estate of Equity Owners; and
- (k) promote the Members' knowledge of and communication about Company assets.

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**ARTICLE FOUR  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office is 633 Highland Lakes Cove, Birmingham, Alabama 35242, and the name of the initial registered agent of the company at such address is Kent S. Brown.

**ARTICLE FIVE  
INITIAL MEMBERS**

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

<u>NAME</u>	<u>ADDRESS</u>
Nancy S. Ward	786 Chesapeake Drive Tarpon Springs, FL 34689
Ross M. Brown	145 Autumnwood Avenue Athens, GA 30606
Steven A. Brown	1076 East Deepwell Road Palm Springs, CA 92264
Kent S. Brown	633 Highland Lakes Cove Birmingham, AL 35242
Nancy S. Ward Revocable Trust u/a dated September 27, 2006 (f/k/a Nancy S. Ward Family Trust u/a dated July 12, 1988)	c/o Nancy S. Ward 786 Chesapeake Drive Tarpon Springs, FL 34689
Ross M. Brown, Custodian for Jake J. Brown under the Florida Uniform Transfers to Minors Act	145 Autumnwood Avenue Athens, GA 30606
Ross M. Brown, Custodian for Nicolas S. Brown under the Florida Uniform Transfers to Minors Act	145 Autumnwood Avenue Athens, GA 30606



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<u>NAME</u>	<u>ADDRESS</u>
Robert Daniel Swalley	2013 Northumbria Drive Sanford, FL 32771
THE BETTY ROSS SUGG EXEMPT TRUST U/A DATED JANUARY 19, 1988, AS AMENDED AND RESTATED AUGUST 2, 1994	c/o Kent S. Brown 633 Highland Lakes Cove Birmingham, AL 35242 and c/o Gary J. Hodges Post Office Box 1498 SunTrust Bank, Tampa Bay Tampa, FL 33601-1498
The Trustee of the Alan Westbrook Brown Special Needs Trust dated May 1, 2000	c/o Lori M. Brown 145 Autumnwood Avenue Athens, GA 30606
Alicia M. Brown	2213 Jefferson Street Auburn, AL 36830

**ARTICLE SIX  
 ADDITIONAL MEMBERS**

Additional members may be admitted in accordance with the terms of the Company's Operating Agreement, if any. If there is no provision in an operating agreement of the Company governing the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

**ARTICLE SEVEN  
 CLASSES**

The Company shall have Class A and Class B Owners. Except as provided in the Company's Operating Agreement, the Class A Owners and Class B Owners shall be equal in all respects. Only the Class A Owner Members shall have the right to vote to elect and remove the Manager(s).

**ARTICLE EIGHT  
CONTINUATION OF THE BUSINESS**

In the event there are no remaining members, and except as otherwise provided in the limited liability company operating agreement, if any, the limited liability company shall be dissolved and its affairs shall be wound up unless:

(a) the holders of a majority in interest of the financial rights in the limited liability company agree in writing within ninety (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

(b) 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 an operating agreement of the limited liability company.

For the purpose of this Article, a majority in interest of the financial rights means interests of one or more remaining financial rights owners which, when taken together, exceed fifty percent (50%) of the profits interests of the remaining financial rights owners.

**ARTICLE NINE  
MANAGEMENT**

The management of the Company is vested in a manager. The name and address of the manager of the Company is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kent S. Brown	633 Highland Lakes Cove Birmingham, AL 35242

The initial manager shall serve until its successors are elected and shall qualify. Subject to any provisions in an operating agreement of the Company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the manager(s) shall have the right and authority to



manage the business or affairs of the Company and to make all decisions with respect thereto.

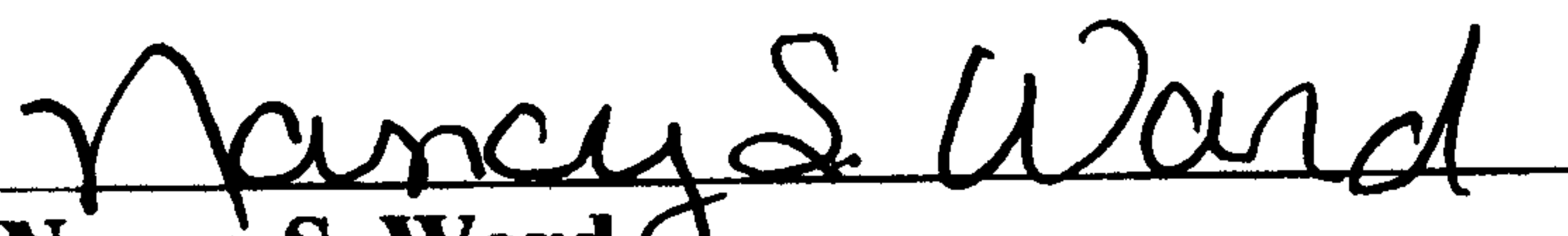
**ARTICLE TEN  
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended only by the unanimous vote or written consent of the members of the Company.

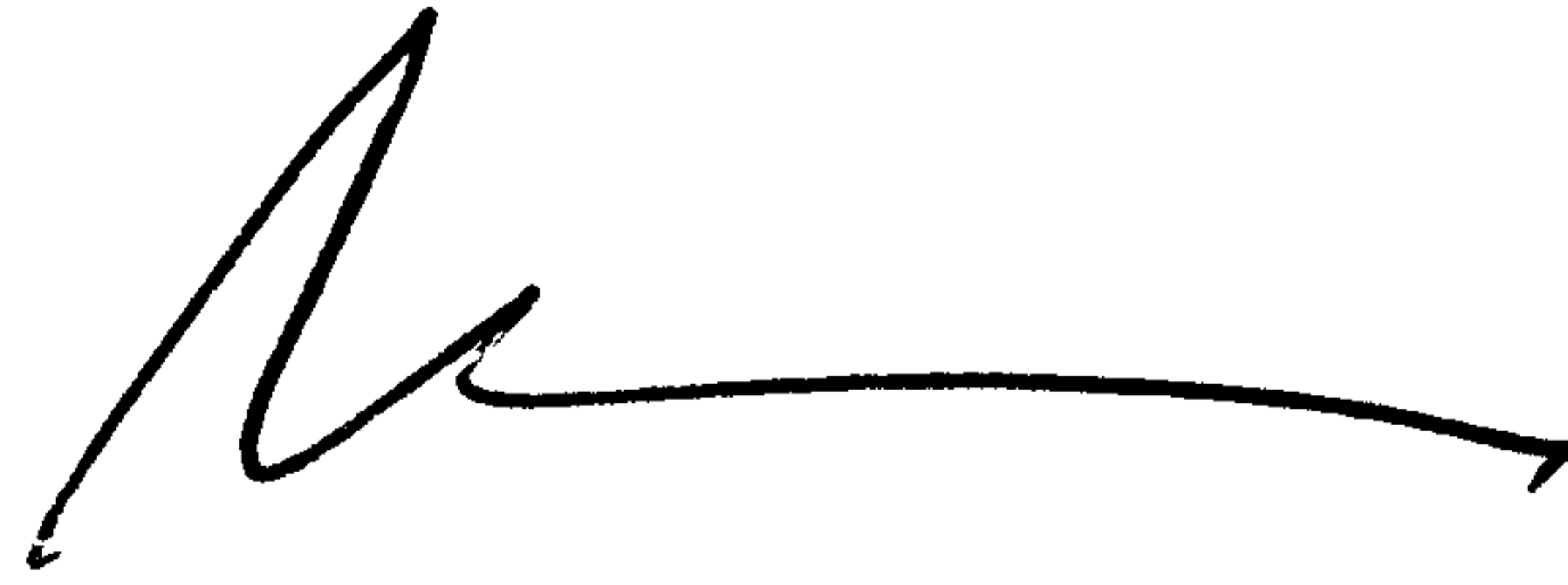
**ARTICLE ELEVEN  
INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT**

The provisions of the Company's Operating Agreement, if any, are incorporated herein by reference as though fully set forth herein.

**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Organization as the initial members, as of the 12 day of December, 2006, and affirm that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.


  
Nancy S. Ward

**[ADDITIONAL SIGNATURES APPEAR ON FOLLOWING PAGES.]**



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**Ross M. Brown**



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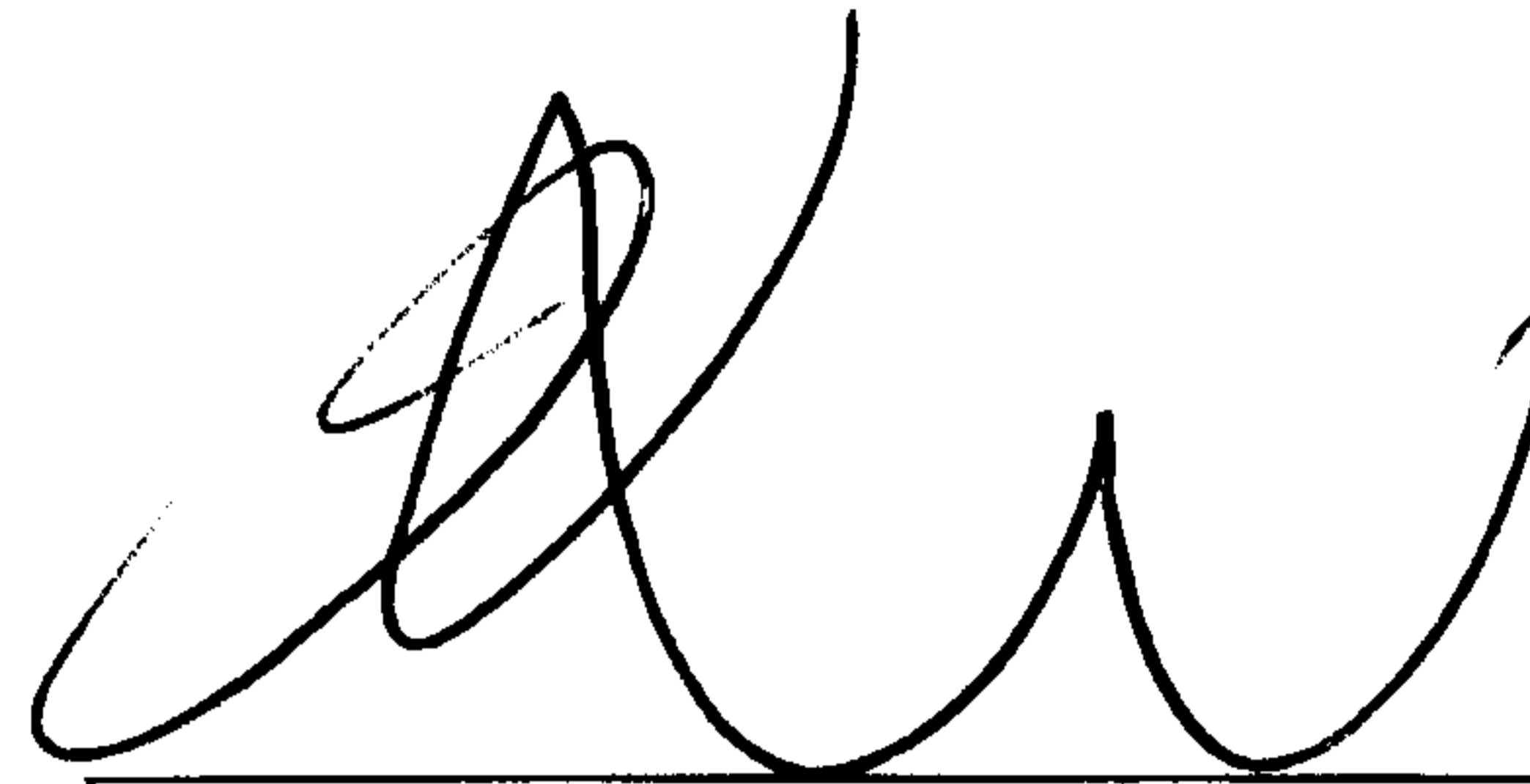
*Steven A Brown*

**Steven A. Brown**



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**Kent S. Brown**



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*Nancy S. Ward, Trustee*  
**Nancy S. Ward, as Trustee of the  
Nancy S. Ward Revocable Trust u/a  
Dated September 27, 2006 (f/k/a  
Nancy S. Ward Family Trust u/a  
Dated July 12, 1988)**



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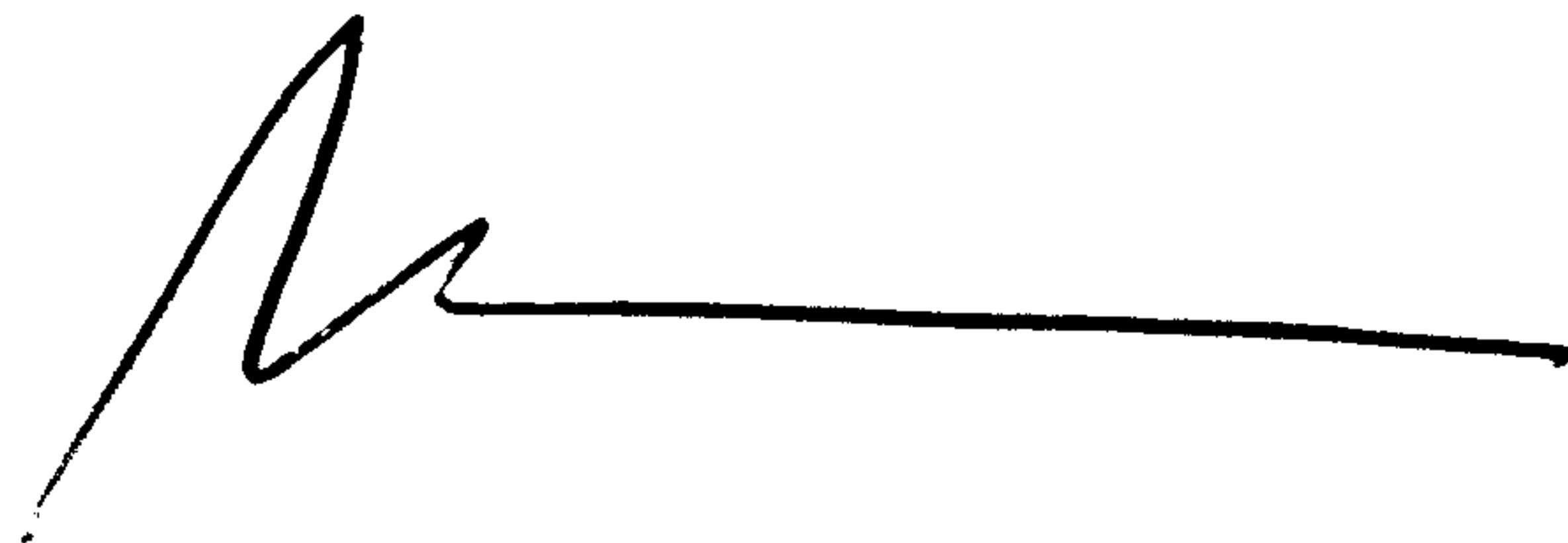


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**Ross M. Brown, as Custodian for  
Jake J. Brown under the Florida  
Uniform Transfers to Minors Act**



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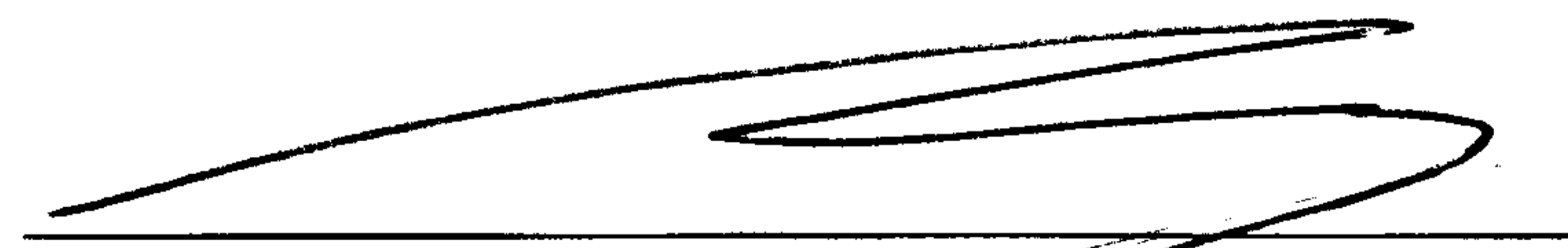


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**Ross M. Brown, as Custodian for  
Nicolas S. Brown under the Florida  
Uniform Transfers to Minors Act**



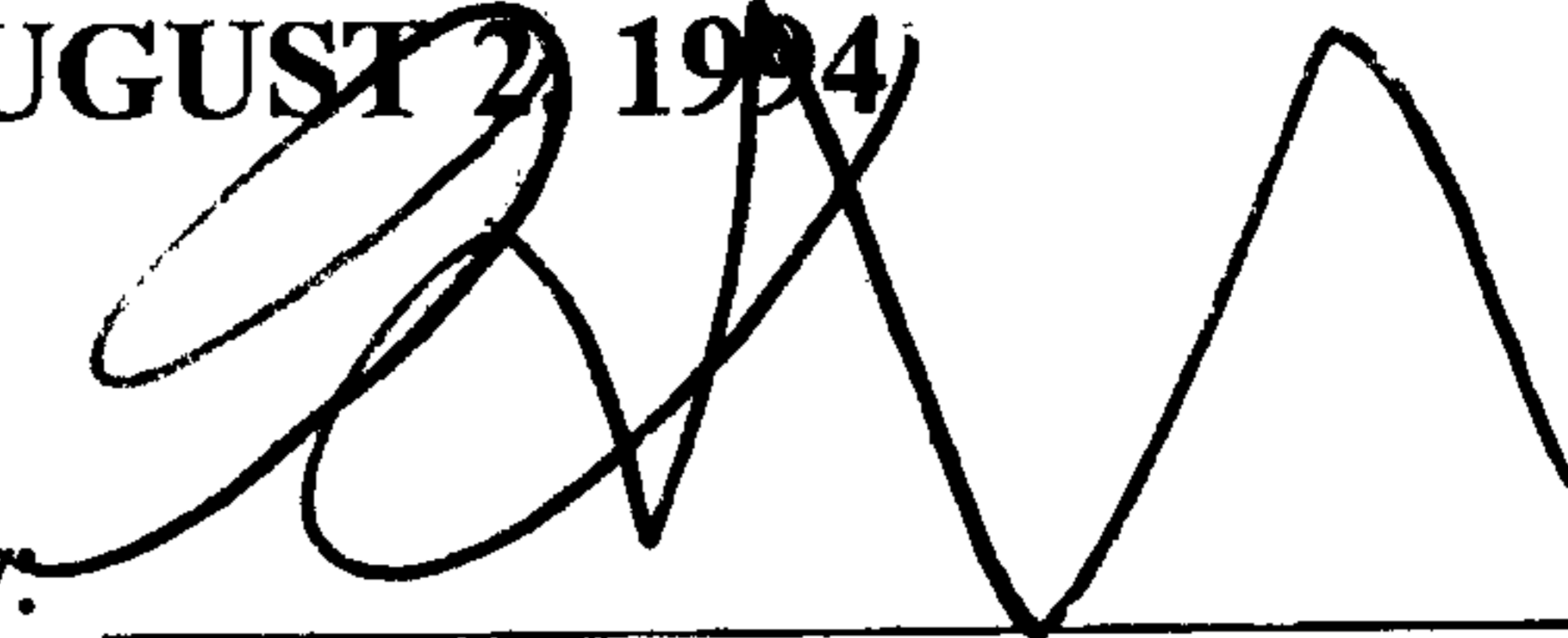
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**Robert Daniel Swalley**




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**THE BETTY ROSS SUGG EXEMPT  
TRUST U/A DATED JANUARY 19, 1988  
AS AMENDED AND RESTATED  
AUGUST 2, 1994**

By:   
\_\_\_\_\_  
Kent S. Brown, Co-Trustee

and  
SUNTRUST BANK, Co-Trustee

By:   
\_\_\_\_\_  
Its *So. Vice President F. Denton*




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*Lori M. Brown*

**Lori M. Brown, as Trustee of the  
Alan Westbrook Brown Special Needs  
Trust dated May 1, 2000**



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**Alicia M. Brown**



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