

This Instrument Prepared By:

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Baker, Donelson, Bearman, Caldwell & Berkowitz
A Professional Corporation
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203


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Shelby Cnty Judge of Probate, AL
01/03/2007 09:41:36AM FILED/CERT

ARTICLES OF ORGANIZATION
OF
CLERESTORY LEARNING/ MAKE WAY FOR BOOKS, LLC

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Act, CODE OF ALABAMA, § 10-12-1 et seq. (the "Act"), hereby executes and files the following Articles of Organization:

1. NAME. The name of the limited liability company (the "Company") is:

Clerestory Learning/ Make Way for Books, LLC

2. OPERATING AGREEMENT. The business of the Company and the relationship of its members shall be subject to the terms and conditions of the Operating Agreement of the Company dated as of the date hereof and as amended or restated from time to time (the "Operating Agreement") by and among the members of the Company.

3. DURATION. The period of duration of the Company shall be perpetual; provided, however, that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in the Act.

4. PURPOSES. The Company has been organized to provide educational consulting; to sell books at the wholesale and retail levels; and to own and operate a publishing business. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

5. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company and the name of its initial registered agent at that address are:

Kevin D. Washburn
150 Hampton Lake Drive
Pelham, Alabama 35124

6. INITIAL MEMBERS. The names and mailing addresses of the initial members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Kevin D. Washburn	150 Hampton Lake Drive Pelham, Alabama 35124
Julia S. Washburn	150 Hampton Lake Drive Pelham, Alabama 35124

7. ORGANIZER. The name and mailing address of the person who shall act as the Organizer of the Company are:

David A. Larsen
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

8. ADDITIONAL MEMBERS. Additional members may be admitted to the Company only in accordance with the provisions of the Act and the Operating Agreement of the Company, in effect from time to time.

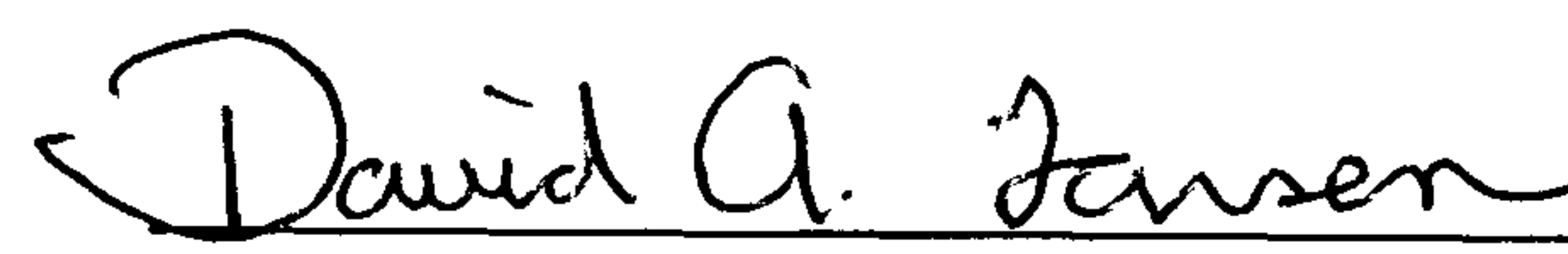
9. CESSATION OF MEMBERSHIP OF ALL MEMBERS. The cessation of membership of all of the members shall result in the dissolution of the Company unless, within ninety (90) days after the cessation of membership of the last member, the holders of all financial rights in the Company agree in writing to continue the legal existence and business of the Company and to appoint one or more new members.

10. MANAGEMENT OF THE COMPANY. The Company shall be managed by its members.

11. INDEMNIFICATION. The Company may indemnify its members, managers, officers, agents and employees to the maximum extent permitted by law.

12. AMENDMENT. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter provided by law, and all rights conferred herein upon holders of membership interests are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of the Members pursuant to the provisions of the Act in effect on the date of any such amendment.

IN WITNESS WHEREOF, the undersigned, acting as the Organizer of the Company, has executed these Articles of Organization on January 2, 2007.


David A. Larsen