

STATE OF ALABAMA)
COUNTY OF SHELBY)

20070103000001940 1/2 \$80.00
Shelby Cnty Judge of Probate, AL
01/03/2007 03:11:03PM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
DON BARNHILL ASSOCIATES, LLC**

The undersigned, acting as organizer of an Alabama limited liability company pursuant to the Alabama Limited Liability Company Act, ALA. CODE §§ 10-12-1, *et seq.* (1975), hereby adopts the following Articles of Organization for **DON BARNHILL ASSOCIATES, LLC** (the "Company").

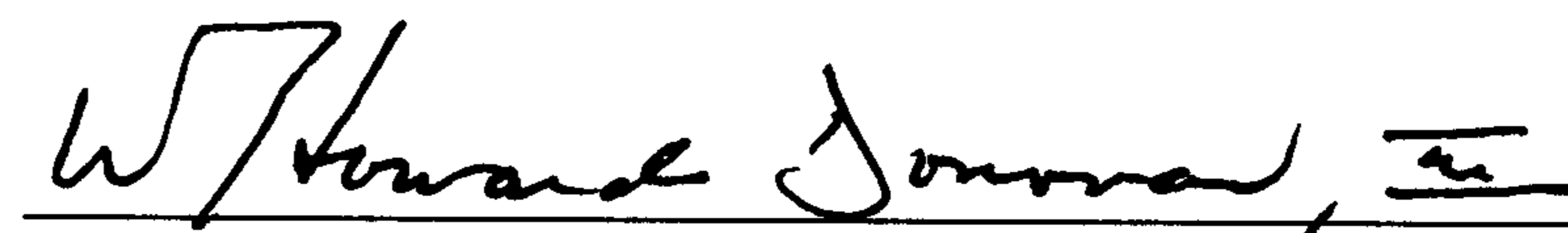
1. **Name.** The name of the company is Don Barnhill Associates, LLC.
2. **Existence.** The term of the Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and the period of duration of the Company shall be perpetual; provided, however, that the Company shall be dissolved prior to such date (a) upon the written consent of the holders of the portion of the ownership interest of the Company specified in the Operating Agreement, as amended from time to time, (b) as provided in the Operating Agreement, as amended from time to time, or (c) as may be required by the Act, as amended from time to time.
3. **Purpose.** The Company is organized to handle personal and real property ad valorem tax abatements and such other business as may be permitted under the laws of the State of Alabama.
4. **Membership.** The names and addresses of the initial members of the Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald M. Barnhill	5529 Parkside Drive Birmingham, AL 35242
Connie S. Barnhill	5529 Parkside Drive Birmingham, AL 35242

5. **Registered Agent.** The address of the initial registered office of the company is 5529 Parkside Drive, Birmingham, AL 35242 and the name of its initial registered agent at such address is Donald M. Barnhill.
6. **Management.** The Company shall be managed by its Members.
7. **Additional Members.** The members shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

8. **Continuation of Business.** The cessation of membership of a member will not result in the dissolution of the company, except as specified in the Operating Agreement, as amended from time to time, or as required by applicable law.

3rd IN WITNESS WHEREOF, these Articles of Organization are hereby executed as of the day of January, 2007, by the organizer of the Company.


W. Howard Donovan, III, Organizer

THIS INSTRUMENT PREPARED BY:

W. Howard Donovan, III, Esq.
Johnston, Conwell & Donovan, L.L.C.
813 Shades Creek Parkway, Suite 200
Birmingham, AL 35209
(205) 414-1224