


*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

ARTICLES OF ORGANIZATION  
OF  
OAKWOOD PROPERTIES, LLC

  
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Shelby Cnty Judge of Probate, AL  
02/12/2007 12:06:38PM FILED/CERT

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, Section 10-12-1 *et seq.* (the “Act”), hereby files the following Articles of Organization:

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

Oakwood Properties, LLC

2. 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 Section 10-12-37 of the Act.

3. PURPOSES. The Company has been organized for the purposes of owning, managing, developing, leasing and otherwise dealing in real property, other licenses and assets, and any use incidental thereto. 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.

4. 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 is:

R. David Bonamy  
2236 Cahaba Valley Drive, Suite 100  
Birmingham, Alabama 35242

5. INITIAL MEMBER. The name and mailing address of the initial member of the Company are:

HPHB, LLC  
2236 Cahaba Valley Drive, Suite 100  
Birmingham, Alabama 35242

6. ORGANIZER. The name and mailing address of the person authorized to act as the Organizer of the Company are:

Luther P. Crull, III, Esq.  
420 20<sup>th</sup> Street North, Suite 1600  
Birmingham, Alabama 35203

7. ADDITIONAL MEMBERS. Additional members may be admitted to the Company only in accordance with the provisions of Section 10-12-31 of the Act.

8. 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.

9. MANAGEMENT OF THE COMPANY. The Company shall be managed by one or more managers. The names and addresses of the initial managers are:

R. David Bonamy  
2236 Cahaba Valley Drive, Suite 100  
Birmingham, Alabama 35242

Alan Howard  
2236 Cahaba Valley Drive, Suite 100  
Birmingham, Alabama 35242

Belvin Curtis Harper  
2236 Cahaba Valley Drive, Suite 100  
Birmingham, Alabama 35242


R. Clark Parker  
2236 Cahaba Valley Drive, Suite 100  
Birmingham, Alabama 35242

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

11. AMENDMENT. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization solely by unanimous vote of the members.



IN WITNESS WHEREOF, the undersigned, acting as the Organizer of the Company, has executed these Articles of Organization on February 11, 2007.

  
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Luther P. Crull, III, Esq.  
Organizer