

20070215000070500 1/3 \$80.00  
Shelby Cnty Judge of Probate, AL  
02/15/2007 12:48:30PM FILED/CERT

This Instrument was Prepared by:  
Foster D. Key, Esquire  
2163 Highway 31 South, Suite 102  
Pelham, Alabama 35124

STATE OF ALABAMA  
COUNTY OF SHELBY

## ARTICLES OF ORGANIZATION OF WHITEFISH, LLC

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 17 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

### ARTICLE I

The name of the limited liability company is **WHITEFISH, LLC** (the "Company").

### ARTICLE II

The period of duration of the Company is perpetual and shall continue until the first to occur of the following:

- (a) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time; or
- (b) Upon the written unanimous consent of all the members of the Company.
- (c) Events specified in the articles or operating agreement.

### ARTICLE III

The purposes for which the Company is organized are as follows:

- (a) To engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
- (b) To engage in investments and real estate holdings and do all associated things therewith.
- (c) To borrow money and to evidence the same by notes or other evidences of

indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the Company;

(d) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company; and

(e) To do any other acts and things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the company, subject to the terms and conditions of this Operating Agreement.

#### ARTICLE IV

The location and mailing address of the initial registered office of the company shall be **2113 Brae Trail, Birmingham, Alabama 35242**. The initial registered agent for service of process at the foregoing address shall be **James G. Heslop**.

#### ARTICLE V

The names and mailing addresses of the initial members of the company are as follows:

NAME	MAILING ADDRESS
James G. Heslop	2113 Brae Trail, Birmingham, Alabama 35242
Laura D. Heslop	2113 Brae Trail, Birmingham, Alabama 35242

#### ARTICLE VI

The members of the Company shall have the right to admit additional members to the Company upon the unanimous consent of all of the members of the Company.

#### ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability 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 legal existence and business of the Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event of dissociation.

20070215000070500 3/3 \$80.00  
Shelby Cnty Judge of Probate, AL  
02/15/2007 12:48:30PM FILED/CERT

**ARTICLE VIII**

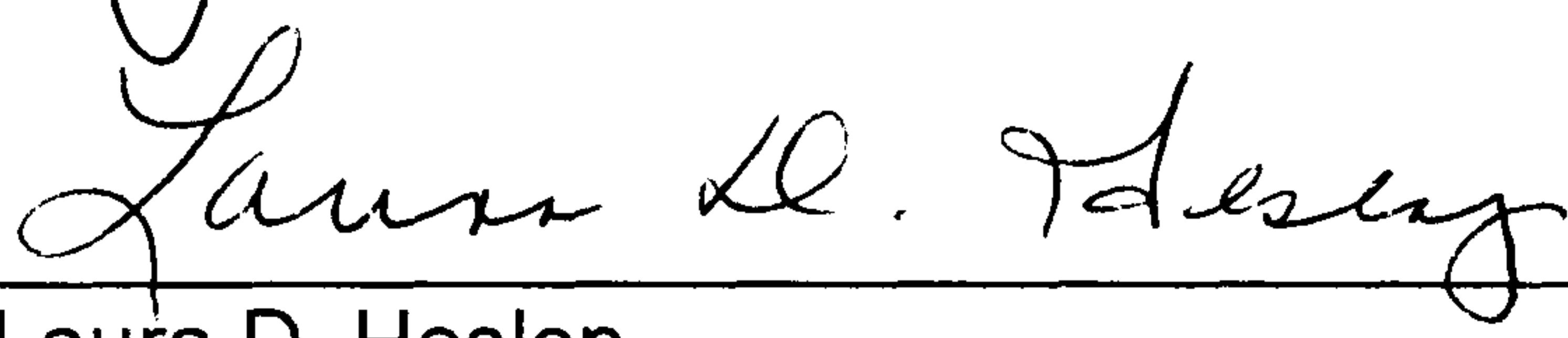
The Company shall be managed by its members.

**ARTICLE IX**

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided In the Alabama Limited Liability Company Act.

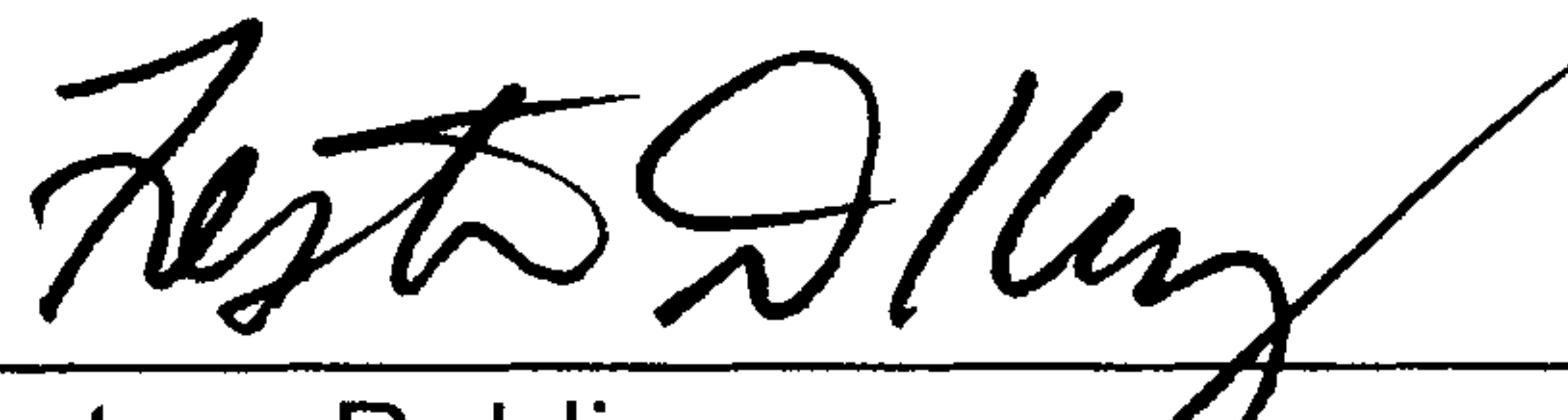
**IN WITNESS WHEREOF**, the undersigned, constituting all the members of the Company, have executed these Articles of Organization this the 13<sup>th</sup> day of February, 2007.

  
\_\_\_\_\_  
James G. Heslop

  
\_\_\_\_\_  
Laura D. Heslop

On this, the 13<sup>th</sup> day of February, 2007, before me, the undersigned officer, personally appeared James G. Heslop and Laura D. Heslop, known to me [or satisfactorily proven] to be the persons whose names are subscribed to the within instrument, and acknowledged that she/he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public  
My Commission expires

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES Aug 13, 2009  
BONDED THRU NOTARY PUBLIC UNDERWRITERS