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Shelby Cnty Judge of Probate, AL
03/13/2007 11:51:22AM FILED/CERT

This Instrument Prepared By:

Jonathan R. Geisen, Attorney at Law
Baker, Donelson, Bearman, Caldwell & Berkowitz
A Professional Corporation
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

ARTICLES OF ORGANIZATION
OF
DOMINION HOLDINGS, 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 files these Articles of Organization.

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

Dominion Holdings, 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 the Operating Agreement.

3. OPERATING AGREEMENT. The operation of the business and affairs of the Company and the relationship of its members shall be subject to the terms and conditions of the Operating Agreement of the Company by and among the members in effect from time to time (the "Operating Agreement").

4. PURPOSES. The Company has been organized for the purpose of acquiring, developing, managing, leasing, and otherwise dealing in real property. 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:

Mr. Allan D. Worthington
2700 Corporate Drive, Suite 125
Birmingham, Alabama 35242

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

NAME

ADDRESS

Mr. Allan D. Worthington

2700 Corporate Drive, Suite 125
Birmingham, Alabama 35242

Mr. John C. Gorecki

2700 Corporate Drive, Suite 125
Birmingham, Alabama 35242

Mr. Brian D. Parker

2700 Corporate Drive, Suite 125
Birmingham, Alabama 35242

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

Jonathan R. Geisen
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 Operating Agreement.

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 one or more managers. The name and mailing address of the person who shall act as the initial Manager of the Company are:

Mr. Allan D. Worthington
2700 Corporate Drive, Suite 125
Birmingham, Alabama 35242

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



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effective without approval of the Members pursuant to the provisions of the Operating Agreement 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 March 13, 2007.


Jonathan R. Geisen