

**ARTICLES OF ORGANIZATION
OF
SHELBY PROPERTIES, LLC**

THE UNDERSIGNED, for the purpose of forming a limited liability company (the "Company") pursuant to the provisions of the Alabama Limited Liability Company Act Section 10-12-1 et seq., Code of Alabama, (the "LLC Act"), does hereby adopt the following Articles of Organization:

ARTICLE I

The name of the Company is:

"Shelby Properties, LLC"

ARTICLE II

The existence of the Company shall be perpetual and commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama; provided however, that the Company shall be dissolved and its affairs wound up upon the occurrence of any event of dissolution as provided in the Operating Agreement or as may be required under the LLC Act.

ARTICLE III

The purposes for which the Company is organized are:

- (a) To own and manage real estate and other investments; and
- (b) To manufacture, purchase, acquire, hold, maintain, improve, construct, pledge, hypothecate, exchange, sell, invest and deal in and otherwise dispose of, alone or in syndicate or otherwise in conjunction with others, commodities, merchandise and other personal property of every kind, character, and description whatsoever and wheresoever situated, and any interest therein.
- (c) To purchase, acquire, lease, own, hold, sell, convey or mortgage and otherwise deal in real estate, property, tenements, and hereditaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, equipping, any and all kinds of buildings and other structures and erections, and to install therein such furniture and appliances which at any time may be necessary to the conduct thereof.

(d) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Company.

(e) To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and dispose of or to turn to account or to realize upon, alone or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptances, commercial paper and choses in action, evidence of indebtedness and other obligations of every kind and description (all of which is hereinafter sometimes called "securities") of any private, public or quasi-public corporation, association, partnership, common law trust, syndicate, firm or individual or of any combinations, organizations or entities whatsoever, irrespective of their form or the names by which they may be described, and, while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereto; and, to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, creating or responsible for any such securities.

(f) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description.

(g) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision.

(h) To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(i) To have one or more offices to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony and country.

(j) To enter into any plan or project for the assistance and welfare of its employees.

(k) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Company is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this Company.

(l) To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others, and to guarantee the payment of dividends upon any security or securities.

(m) To operate farms and woodlands, to acquire real estate, crop allotments, livestock, poultry, machinery, equipment, materials, and any other items or production in connection therewith, to clear, cut timber, drain, ditch, make roads, fence and plant part or all of such real estate, to improve, sell, auction or exchange crops, timber or other products thereof, and in general exercise all powers necessary to desirable in such operation of farms and woodlands.

(n) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Company, and in general, to carry on any lawful business necessary or incidental to the protection and benefit of the Company, and in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Company, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

(o) To engage in any or all lawful business for which limited liability companies may be organized under the LLC Act and the laws of Alabama, as the same now exist or hereafter be amended.

The foregoing clauses shall be construed as purposes for which the Company is organized, in addition to those powers specifically conferred upon the Company by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Company otherwise granted by law.



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Shelby Cnty Judge of Probate, AL
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ARTICLE IV

The location and mailing address of the initial registered office of the Company and the name of its initial registered agent are:

Andrew Jackson Knight
2049 Cahaba Crest Drive
Birmingham, Alabama 35242

ARTICLE V

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

Andrew Jackson Knight
2049 Cahaba Crest Drive
Birmingham Alabama 35242

Sarah Bryan Knight
2049 Cahaba Crest Drive
Birmingham Alabama 35242

David Jackson Knight
1104 Drexell Parkway
Birmingham, AL 35209

Leah Garner Knight
1104 Drexell Parkway
Birmingham, AL 35209

John Michael Knight
2049 Cahaba Crest Drive
Birmingham, AL 35242

ARTICLE VI

The name and mailing address of the organizer of the Company are:

Andrew Jackson Knight
2049 Cahaba Crest Drive
Birmingham, Alabama 35242

ARTICLE VII

Any new or substitute members shall be admitted only in accordance with the terms and conditions set forth in the Operating Agreement of the Company.

ARTICLE VIII

The cessation of membership of all members shall result in the dissolution of the Company if there are no remaining members, unless the legal existence and business of the Company is continued and one or more new members is appointed in the manner provided in the Operating Agreement.

ARTICLE IX

The Company shall be managed by one or more Managers. The name and address of the initial Manager who is to serve as the manager until the first meeting of the members or until her successor is elected and qualified is as follows:

Andrew Jackson Knight
2049 Cahaba Crest Drive
Birmingham, Alabama 35242.

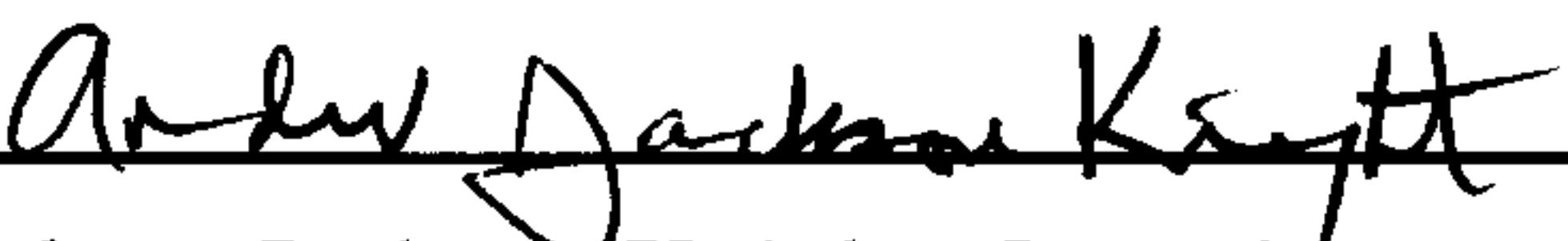
ARTICLE X

The affairs of the Company, the conduct of its business and the relations of its Members, are regulated and established under the Operating Agreement for the Company as the same may be amended from time to time in accordance with its terms.

ARTICLE XI

The Company shall have Class A Members and Class B Members. The Operating agreement shall set out the rights, powers and duties of the Class A Members and the Class B Members.

IN WITNESS WHEREOF, the undersigned acting as the Organizer of the Company, has executed these Articles of Organization this 23 day of May, 2007.


Andrew Jackson Knight, Organizer