

To the Office of the Secretary of State
Corporate Section
P.O. Box 5616
Montgomery, Alabama 36103-5616
(205) 242-5324

(Member Managed)

ARTICLES OF ORGANIZATION
Of
WEINGARTEN PROPERTIES, L.L.C.
A Alabama Domestic Limited Liability Company
(Filed In SHELBY COUNTY)

BE IT KNOWN that **WEINGARTEN PROPERTIES, L.L.C.**, is a limited liability company organized pursuant to the provisions of the Alabama Limited Liability Company Act, *Code of Alabama, as amended*. (1975) ("Act"). The undersigned hereby adopt the following Limited Liability Company Articles of Organization for the company and give notice to the Judge of Probate and the Secretary of State for Alabama, as follows:

ARTICLE I
NAME

The name of the limited liability company is: **WEINGARTEN PROPERTIES, L.L.C.**

ARTICLE II
DURATION

The period of duration is as of the filing of the Articles of Organization and shall continue until the earlier of:

- (1) December 31, 2058;
- (2) The written consent of the members and/or the managers to dissolve the Company pursuant to the Provisions of the Operating Agreement referred to below ("Operating Agreement");
- (3) The occurrence of an event of disassociation of a member specified under the Act, unless the legal existence and business of the company is continued pursuant to the Act or the Operating Agreement;
- (4) The entry of a decree of Judicial Dissolution under the act.

ARTICLE III PURPOSES

The Limited Liability Company has been organized for the following purposes:
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.

ARTICLE IV REGISTERED AGENT/OFFICE

Registered Office and Principal Place of Business. The street address of the office in Alabama required to be maintained under *the Act* and the principal place of business is in Shelby County Alabama at **1000 Providence Park, Suite 200 Birmingham, AL 35242**

Registered Agent. The name and street address of the agent for service of process required to be maintained under *Code of Alabama* is to the following Attorney:

Gerald A. Templeton, Esq.
The Templeton Group, P.C.
1000 Providence Park, Ste 200
Birmingham, Al 35242

ARTICLE V INITIAL MEMBERS

Names and Addresses of the original and initial Member is:

Sarah G. Weingarten
136 Oakmont Road
Birmingham, AL 35244

ARTICLE VI MANAGERS

WEINGARTEN PROPERTIES, LLC is to be managed by one or more managers called a "Managing Member." The company shall have one initial manager. The name and the address of the initial Managing Member is:

Sarah G. Weingarten, Managing Member

The above-mentioned manager shall serve as such until his successor is elected and qualified pursuant to the operating agreement. The powers and authority of the manager are as described in the operating agreement and the act.

**ARTICLE VII
RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved and shall commence winding up its affairs upon the first to occur of the expiration of the term of the company or in accordance with the act.

After an event of dissociation of a member, the legal existence and business of the company may be continued if: (i) there are at least one (1) remaining members or at least one (1) remaining member and a new member is admitted; and (ii) within ninety (90) days after the event of dissociation, the holders of a majority of the company's remaining members agree in writing to continue the business and legal existence of the company.

A dissociated member is not entitled to be paid a buy-out price for its interest and shall have only the rights set forth in the company's operating agreement.

**ARTICLE VIII
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

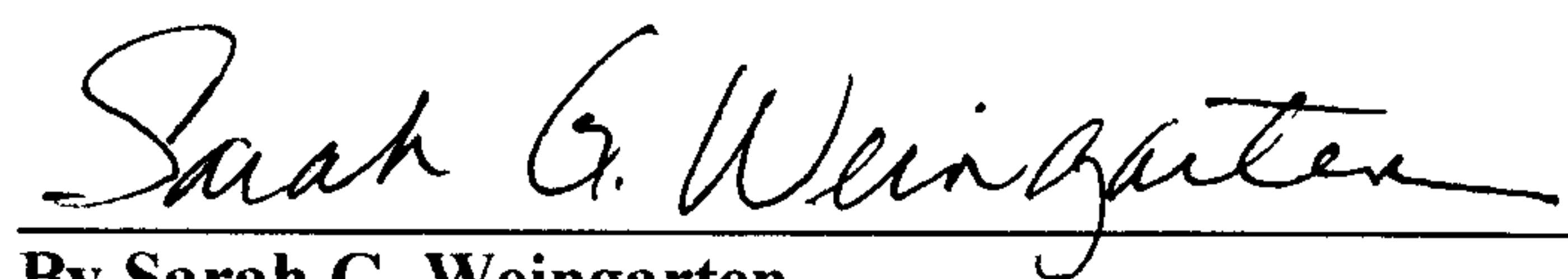
Additional persons may be admitted to the company as members and membership interests may be created and issued to those persons and to existing members on such terms and conditions as are set forth in the operating agreement.

**ARTICLE IV
OPERATING AGREEMENT**

The business of the company and the relationship of the members are subject to the terms and conditions of that certain operating agreement by and among the initial members. A copy of the operating agreement is maintained at the company's principal office.

IN WITNESS THEREOF, the undersigned member has executed these articles of organization for **WEINGARTEN PROPERTIES, L.L.C.**, effective as of the **2nd** day of **January 2008** as her own voluntary act.

WEINGARTEN PROPERTIES, LLC



**By Sarah G. Weingarten
Its Managing Member**