

ARTICLES OF ORGANIZATION
OF
SBE PROPERTIES LLC

Pursuant to the provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), as amended, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is SBE Properties LLC (the "Company").

ARTICLE II
DURATION

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act") or the Company Operating Agreement.

ARTICLE III
PURPOSES

The purposes for which the Company is formed are:

- (a) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real and personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, management and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships,

individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(f) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(g) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV **REGISTERED OFFICE; REGISTERED AGENT**

The location and street address of the initial registered office of the Company shall be Old Highway 280, Suite 145, Birmingham, Alabama 35242, and its registered agent at such address shall be Allen Shirley.

ARTICLE V **INITIAL MEMBERS**

The names and mailing addresses of the Initial Members are:

Allen Shirley
Old Highway 280, Suite 145
Birmingham, AL 35242

Keith Shirley
Old Highway 280, Suite 145
Birmingham, AL 35242

David Shirley
Old Highway 280, Suite 145
Birmingham, AL 35242

ARTICLE VI **ORGANIZER**

The name and mailing address of the Organizer is:

John G. Newman, Esq.
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company.

ARTICLE VIII
DISSOLUTION BY REASON OF CESSATION OF MEMBERSHIP

The cessation of membership of one or more members of the Company will not result in the dissolution of the Company.

ARTICLE IX
MANAGERS

The Managers of the Company shall have the power to manage the business and affairs of the Company as provided in the Operating Agreement. The names and addresses of the initial Managers of the Company, and who shall serve until their successors are elected and begin serving, are:

Allen Shirley
Old Highway 280, Suite 145
Birmingham, AL 35242

Keith Shirley
Old Highway 280, Suite 145
Birmingham, AL 35242


David Shirley
Old Highway 280, Suite 145
Birmingham, AL 35242

IN WITNESS WHEREOF, these Articles have been subscribed as of the 5th day of May, 2008, by the undersigned, as its Organizer, who affirms that the statements made herein are true under the penalties of perjury.



John G. Newman, Esq., Organizer

This document prepared by:
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