

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION OF SOUTHERN STAR HOLDINGS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the *1975 Code of Alabama*, 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 **Southern Star Holdings, L.L.C.** (the "Company").

ARTICLE II

The period of duration of the Company shall be perpetual and shall continue until Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company.

ARTICLE III

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

- (a) To purchase, sell, refurbish, build, develop, and to do all other things related to real property.
- (b) 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.
- (c) To acquire, own, maintain, develop, improve, sell, lease or otherwise dispose of real estate.
- (d) 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.

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

(f) To do any other acts or 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 **6220 Cahaba Valley Road, Birmingham, AL 35242**. The initial registered agent at the foregoing address shall be **James D. Defnall, Jr.**

ARTICLE V

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

<u>NAME</u>	<u>MAILING ADDRESS</u>
James D. Defnall, Jr.	6220 Cahaba Valley Road Birmingham, AL 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 the members of the Company.

ARTICLE VII

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 shall not cause the dissolution of the company if:

(i) there is at least one remaining member and the legal existence and business of the Company is continued by a written consent of all the remaining members within 90 days after the member's cessation of membership, or

(ii) there is no remaining member but either:

a) The holder of financial rights in a single member Company agrees in writing within 90 days after cessation of membership of the last member to continue the legal existence and business of the Company and to appoint one or more new members, or

b) The legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement.

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, have executed these Articles of Organization this 7 day of January, 2009.


James D. Defnall, Jr., Member

This instrument was prepared by:
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