


STATE OF ALABAMA)
SHELBY COUNTY)


20090327000114510 1/2 \$80.00
Shelby Cnty Judge of Probate, AL
03/27/2009 03:57:37PM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
PROCTOR HOLDINGS, LLC**

I, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Limited Liability Company is **PROCTOR HOLDINGS, LLC.**
2. The term of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Jefferson County, Alabama, and shall continue indefinitely, provided, however, that the Limited Liability Company shall terminate and dissolve upon the first of the following events: (a) when there is no remaining Member, unless the holders of all the financial rights in the Limited Liability Company agree in writing, within 90 days after the cessation of membership of the last Member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new Members; or (b) on the written consent by all of the Members in their sole discretion.
3. The purpose for which this Limited Liability Company is organized is:

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, develop, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to manage, market, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real and personal property, or any interest therein, and to transact any or all other lawful business for which Limited Liability Companies may be organized under the Alabama Limited Liability Company Act.
4. The location and mailing address of the initial registered office shall be **1131 Haven Road, Birmingham, Alabama 35242**, and the name of the initial registered agent at that address shall be **Donald R. Proctor.**
5. The name and mailing address of the Initial Member in the Limited Liability Company is as follows:

NAME

Donald R. Proctor

MAILING ADDRESS

PO Box 381867
Birmingham, Alabama 35238

6. The Initial Member of the Limited Liability Company shall have the right to admit additional Members. In the event the Initial Member shall admit one or more additional Members,

subsequent additional Members may be added upon the written consent of the Members owning a majority of the Company Interests.

7. The Limited Liability Company shall be managed by its Members. The Initial Member has elected to designate a Company Manager to make ordinary, day-to-day decisions concerning the operation of the business and affairs of the Company. The name and address of the Company Manager designated by the Initial Member is as follows:

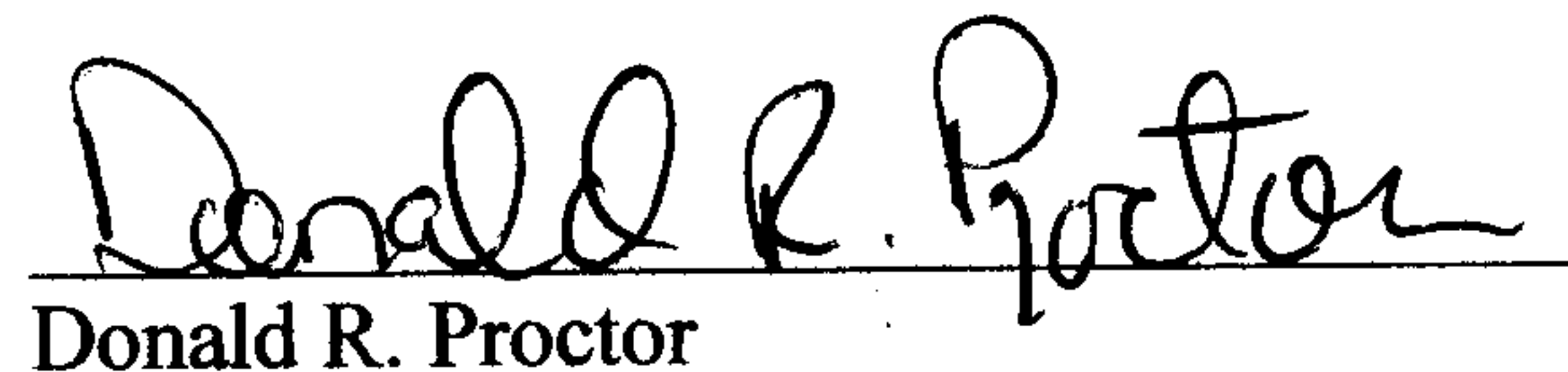
NAME

Donald R. Proctor

MAILING ADDRESS

PO Box 381867
Birmingham, Alabama 35238

IN WITNESS WHEREOF, the undersigned has affixed his hand and seal on this the 26th day of March, 2009.


Donald R. Proctor

Prepared by:
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