

**ARTICLES OF ORGANIZATION**  
**OF**  
**REALTY PARTNERS AL, LLC**

The undersigned, Sally D. Fondren, acting as the organizer of Realty Partners AL, LLC, under the provisions of the Alabama Limited Liability Company Act, *Code of Alabama* 1975 Section 10-12-1 *et seq.* (hereinafter sometimes the Act), adopts the following Articles of Organization for Realty Partners AL, LLC:

**ARTICLE I**

**NAME**

**1.0 Identity of L.L.C.** The name of the limited liability company organized herewith by her is Realty Partners AL, LLC (hereinafter sometimes the Company).

**ARTICLE II**

**DURATION**

**2.0 Duration of Company's Existence.** The Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, which is the county in which the initial registered office of the Company is located, and its existence shall continue as provided in Section 10-12-4 of the Act unless the Company is dissolved pursuant to the unanimous written consent of all of its Members, or as provided in the Operating Agreement, or as may be required by the Act or the laws of the State of Alabama.

**2.1 No Liability.** The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Act.

**ARTICLE III**

**PURPOSES**

**3.0 Purposes.** The purposes for which the Company is organized are:

**3.1 To Engage in Any Lawful Activity.** The purpose of the Company shall be to engage in any lawful business or activity permitted by the Act.

**3.2 To Exercise all Powers.** To exercise all other powers necessary to or reasonably connected with the Company's business that may be legally exercised by limited liability companies under the Alabama Act.

**3.3 To Engage in All Necessary Activities.** To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

#### **ARTICLE IV**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

**4.0 Initial Registered Office and Agent.** The address of the initial registered office of the Company is 2635 Valleydale Road, Ste 200, Birmingham, Alabama 35242. The name of its initial registered agent at such address is Sally D. Fondren.

#### **ARTICLE V**

##### **MEMBER**

**5.0 Identity of Initial Members** The names and mailing addresses of the initial members of the Company are:

Michael H. Craft  
2591 Highway 39  
Chelsea, Alabama 35043

Kira G. Craft  
2591 Highway 39  
Chelsea, Alabama 35043

Sally D. Fondren  
2420 Meadow Ridge Road  
Birmingham, Alabama 35242

Paula M. O'Neil  
130 Inverness Plaza 142  
Birmingham, Alabama 35242

Marshall L. O'Neil  
130 Inverness Plaza 142  
Birmingham, Alabama 35242

Lara G. Williams  
2635 Valleydale Road, Ste 200  
Birmingham, Alabama 35242

**5.1 Transferability of a Member's Interest.** The transferability of the interest of a Member in the Company may be restricted by the provisions of an Operating Agreement adopted by the Members.

## ARTICLE VI

### ADDITIONAL MEMBERS

**6.0 Admission to Membership.** From the date of the filing of these Articles in the Office of the Judge of Probate of Shelby County, Alabama, any person or entity acceptable by the majority vote of the Members may become a member in this Company either by the issuance by the Company of membership interests for such consideration as the Members by their unanimous votes shall determine, or as a transferee of a Member's membership interest or any portion thereof, subject to the terms and conditions of any Operating Agreement adopted by the Members.

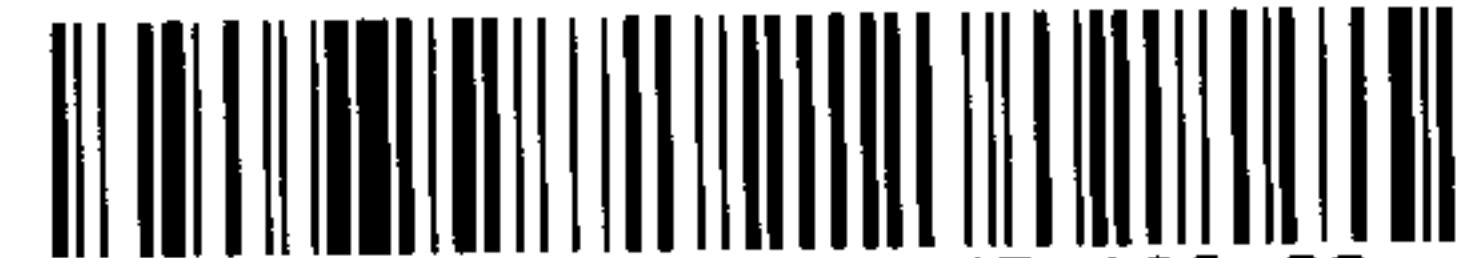
**6.1 Financial Adjustments.** No new members shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Company. The Member-Manager of the Company may, at his or her option, at the time a member is admitted, close the Company's books (as though the Company's tax year had ended) or make *pro rata* allocations of loss, income, and expense deductions to a new member for that portion of the Company's tax year in which a member was admitted in accordance with the provisions of Section 706(d) of the Internal Revenue Code of 1986 and the U. S. Department of Treasury Regulations promulgated thereunder.

## ARTICLE VII

### RIGHTS TO CONTINUE BUSINESS OF COMPANY

**7.0 Continuation After Dissociation.** The dissociation of a Member of the Company or the occurrence of any other event which terminates the continued membership of a Member of the Company shall not comprise a discontinuance of the business of the Company nor shall it cause the Company to be dissolved.





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Shelby Cnty Judge of Probate, AL  
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## ARTICLE VIII

### MANAGEMENT OF COMPANY

**8.0 Company To Be Member Managed.** The business and affairs of the Company shall be managed by its Member-Managers. The Member-Managers shall serve until death, resignation or removal by a vote of a majority in interest of the Members, and his or her successor is named by a vote of a majority in interest of the Members. To serve as Member-Manager one need not be a resident of the State of Alabama or a Member of the Company.

**8.1 Identity of Initial Manager.** The name and mailing address of the initial persons serving as the Member-Managers of the Company are:

Michael H. Craft  
2591 Highway 39  
Chelsea, Alabama 35043

Kira G. Craft  
2591 Highway 39  
Chelsea, Alabama 35043

Sally D. Fondren  
2420 Meadow Ridge Road  
Birmingham, Alabama 35242

Paula M. O'Neil  
130 Inverness Plaza 142  
Birmingham, Alabama 35242


Marshall L. O'Neil  
130 Inverness Plaza 142  
Birmingham, Alabama 35242

Lara G. Williams  
2635 Valleydale Road, Ste 200  
Birmingham, Alabama 35242

IN WITNESS WHEREOF, these Articles of Organization have been duly adopted as of this the 5th day of May, 2009.

Sally D. Fondren  
Sally D. Fondren

STATE OF ALABAMA  
COUNTY OF SHELBY

  
20090511000175380 5/5 \$80.00  
Shelby Cnty Judge of Probate, AL  
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I, C. Ryan Sparks, a Notary Public in and for said State and County, do hereby certify that Sally D. Fondren, whose name is signed to the above and foregoing instrument, and who is known to me, acknowledged before me on this day, that, being informed of the contents of said instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office on this the 5th day of May, 2009.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: Dec 18 2011

[AFFIX SEAL HERE]

THIS INSTRUMENT WAS PREPARED BY:

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