

**ARTICLES OF ORGANIZATION
OF
FAN, LLC**

20091209000451550 1/5 \$80.00
Shelby Cnty Judge of Probate, AL
12/09/2009 11:37:38 AM FILED/CERT

For the purpose of forming a limited liability company under the Alabama Limited Liability Act and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned does hereby sign and adopt these Articles of Organization, and, upon filing for record of these Articles of Organization in the Office of the Judge of Probate of Jefferson County, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article 1 hereof, shall commence.

ARTICLE 1

NAME

1.1 The name of the Company is "FAN, LLC".

ARTICLE 2

PERIOD OF DURATION

2.1 The duration of the Company shall be perpetual.

ARTICLE 3

PURPOSES, OBJECTS AND POWERS

3.1 The purposes and objects and powers of the Company are:

(a) To engage in any lawful business, act or activity for which a company may be organized under the Act, it being the purpose and intent of this Article 3 to invest the Company with the broadest purposes, objects and powers lawfully permitted a company formed under the Act.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to companies by the laws of the State of Alabama.

(c) Without limiting the scope and generality of the foregoing, the Company shall have the following specific purposes, objects and powers:

(1) To own, acquire, develop, mortgage, encumber, hypothecate, lease, sell, maintain, improve, alter, remodel, expand, manage, operate commercial real estate and loans

secured by commercial real estate and to engage in all other activities related or incidental thereto.

(2) To have and to exercise any and all of the powers specifically granted in the limited liability company laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature, character or object of the Company, and none of which are denied to it by these Articles of Organization.

(3) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(4) To purchase, lease or otherwise acquire any interest in the properties and rights of any person, firm, company or governmental unit; to pay for the same in cash, in membership interests, bonds, or other securities, evidences of indebtedness or property of this Company or of any other person, firm, company or governmental unit.

(5) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any membership interest, bond, obligation or other security, of any person, firm, company, or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.

(6) To purchase or otherwise acquire (including, without limitation, to purchase its own shares or membership interest to the extent of unreserved and unrestricted capital surplus available therefor) to the fullest extent permitted by the Act, and to sell, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations, other securities, or membership interests.

(7) To borrow money from any person, firm, business, company (public or non-profit), or governmental unit and to secure any debt by mortgage or pledge of any property of the Company; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(8) To lend money, or aid or extend credit to, or use its credit to assist, any person, firm, business, company (public or non-profit), or governmental unit, including, without limitation, its employees and directors and those of any subsidiary, in accordance with the Act.

(9) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, business, company (public or non-profit), or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Company.

(10) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(11) To carry on its business anywhere in the United States and in foreign countries.

(12) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit sharing plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.

(13) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Member shall find to be in aid of governmental policy.

3.2 All words, phrases and provisions appearing in this Article 3 are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.

ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

4.1 The location and mailing address of the initial registered office of the Company shall be 5 Inverness Center Parkway, Hoover, Alabama 35242.

4.2 The initial registered agent at such address shall be Carl M. Ferris.

ARTICLE 5

INITIAL MEMBER

5.1 The name and mailing address of the initial member of the Company is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Red Mountain Bank, N.A.	5 Inverness Center Parkway Hoover, Alabama 35242

ARTICLE 6

ADMISSION OF ADDITIONAL MEMBERS

From and after the date of the formation of the Company, any person or entity acceptable to Members owning a majority interest may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as the Members owning a majority interest shall determine, or as a transferee of a Member's membership interest

or any portion thereof as approved by the Members owning a majority interest, subject to the terms and conditions of these Articles of Organization and the Operating Agreement. For purposes of this Article, a majority interest means Interests, as that term is defined in the Company's Operating Agreement, of one or more Members which, when taken together, exceed fifty percent (50%) of the aggregate of the Interests of all Members.

ARTICLE 7

MANAGEMENT

The business and affairs of the Company shall be managed by one or more Managers in accordance with the terms of the Operating Agreement of the Company.

The initial Manager of the Company shall be:

Carl M. Ferris

5 Inverness Center Parkway
Hoover, Alabama 35242

ARTICLE 8

INTERNAL AFFAIRS

8.1 The initial Operating Agreement of the Company shall be adopted by the initial Member. The power to alter, amend, or repeal the Operating Agreement or adopt new Operating Agreement shall be vested in the Members, which power may be exercised in the manner and to the extent provided in the Operating Agreement. The Operating Agreement may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company or the Members, not inconsistent with the Act or these Articles of Organization. The Operating Agreement as so adopted and as may be amended from time-to-time, is hereby incorporated herein by reference as if set out in full herein.

8.2 The Company reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Organization, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon Members at any time are granted subject to this reservation.

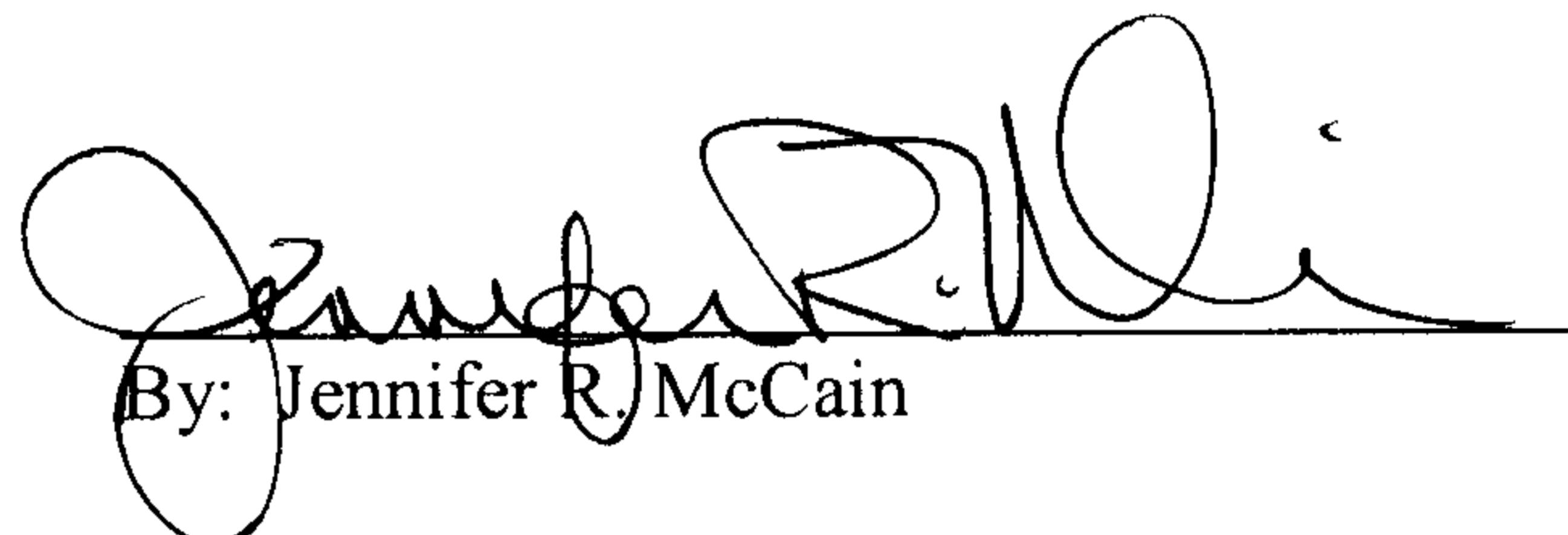
8.3 The provisions of Sections 8.1 and 8.2 for the regulation of the business and for the conduct of the affairs of the Company and its Members are hereby adopted.

ARTICLE 9

ORGANIZER

The name and address of the organizer of the Company is Jennifer R. McCain, Maynard, Cooper & Gale, P.C., 1901 Sixth Avenue North, 2400 Regions Harbert Plaza, Birmingham, Alabama 35203.

IN WITNESS WHEREOF, the undersigned, as the organizer of the Company, has executed these Articles of Organization as of December 9, 2009.



By: Jennifer R. McCain

This instrument prepared by:

Jennifer R. McCain
MAYNARD, COOPER & GALE, P.C.
1901 Sixth Avenue North
2400 Regions Harbert Plaza
Birmingham, Alabama 35203-2602
(205) 254-1000