

**ARTICLES OF ORGANIZATION  
OF  
JEZRAS FARM, LLC**

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Act, ALA. CODE §§ 10-12-1 *et seq.* (1999 Repl.), and any act amendatory thereof, supplementary thereto or substituted therefor (the “Act”), the undersigned does hereby sign and adopt these Articles of Organization (the “Articles”), and, upon the filing for record of these Articles of Organization in the office of the Judge of Probate of Shelby County, Alabama, the existence of a limited liability company (the “Company”), under the name of “Jezras Farm, LLC”, shall commence.

**ARTICLE 1 — NAME**

The name of the Company shall be Jezras Farm, LLC.

**ARTICLE 2 — DURATION OF COMPANY**

The period of duration of the Company shall be perpetual; provided, however, that the Company may be sooner dissolved (a) upon the written consent of all of the members of the Company; (b) as provided in an Operating Agreement entered into by the members of the Company; or (c) as otherwise provided in the Act.

**ARTICLE 3 — PURPOSES, OBJECTS AND POWERS**

The purposes, objects and powers of the Company are:

**3.1** To engage in any lawful business, act or activity for which a limited liability company may be organized under the laws of the state of Alabama.

**3.2** Without limiting the scope and generality of the foregoing, to engage in the business of owning and investing in real property, stocks and bonds, and in any other business directly or indirectly related thereto.

**3.3** To have and to exercise any and all of the powers specifically granted in the Act, none of which shall be deemed to be inconsistent with the nature, character or the object of the Company and none of which are denied to it by these Articles of Organization.

#### **ARTICLE 4 — REGISTERED OFFICE AND REGISTERED AGENT**

**4.1** The location and mailing address of the initial registered office of the Company shall be 3088 Thrasher Lane, Hoover, Alabama 35244.

**4.2** The name of the initial registered agent of the Company at such address shall be John S. Saggus.

#### **ARTICLE 5 — INITIAL MEMBERSHIP OF THE COMPANY**

The names and addresses of the initial members of the Company are as follows:

<u>MEMBER</u>	<u>ADDRESS</u>
John Sutton Saggus, as Trustee of the Testamentary Trust established under Article V of the Last Will and Testament of James Sutton Saggus dated August 15, 1989	3088 Thrasher Lane Hoover, Alabama 35244
Charles Danforth Saggus, III	2451 Forest Lakes Lane Sterrett, Alabama 35147

#### **ARTICLE 6 — ADMISSION OF ADDITIONAL MEMBERS**

The member or members of the Company shall have the right to admit additional members to the Company upon the terms and conditions set forth in the Operating Agreement, and, in the absence of such a provision in the Operating Agreement, upon the written consent of all of the members of the Company.

#### **ARTICLE 7 — ELECTION TO CONTINUE IN BUSINESS WHEN THERE IS NO REMAINING MEMBER**

The Company shall be dissolved and its affairs shall be wound up when there is no remaining member unless either:

**7.1** The holders of all the financial rights in the Company agree in writing, within ninety (90) days after the 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

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7.2 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 8 — MANAGEMENT OF THE COMPANY

The Company shall be managed by one or more managers who shall serve until their successors are duly elected and qualified, unless an operating agreement of the Company provides otherwise. There shall be one initial manager, the name and mailing address of which are as follows:

MANAGER

John S. Saggus

ADDRESS

3088 Thrasher Lane  
Hoover, Alabama 35244

## ARTICLE 9 — AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be approved by a vote of all of the members of the Company entitled to vote thereon.

## ARTICLE 10 — ORGANIZERS OF THE COMPANY

The name and address of the organizer of the Company are as follows:

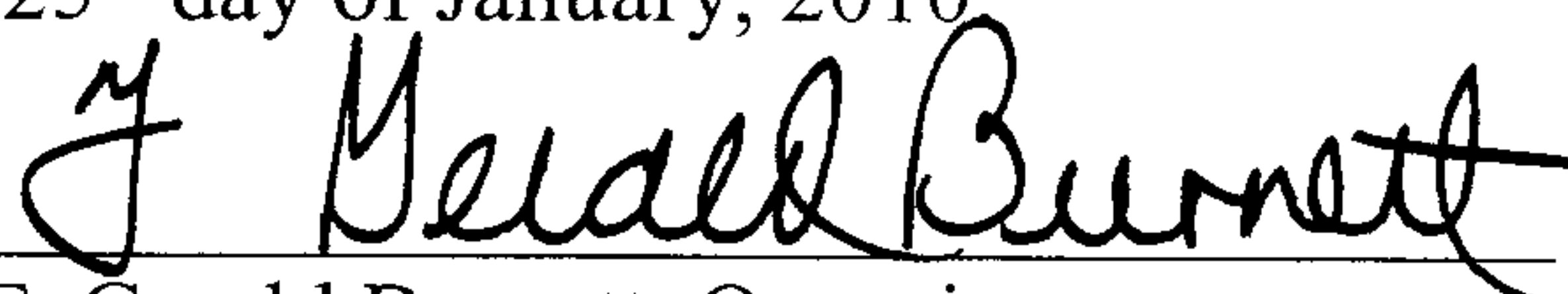
ORGANIZER

F. Gerald Burnett

ADDRESS

2001 Park Place North, Suite 700  
Birmingham Alabama 35203

IN TESTIMONY WHEREOF, the undersigned has affixed his hand and seal as the organizer of the Company on this, the 25<sup>th</sup> day of January, 2010.

  
F. Gerald Burnett, Organizer

This Instrument Prepared By:  
F. Gerald Burnett  
Cabaniss, Johnston, Gardner, Dumas & O'Neal LLP  
2001 Park Place North, Suite 700  
Birmingham, Alabama 35203  
(205) 716-5200