

ARTICLES OF ORGANIZATION

OF

Lionhead Development, LLC

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A LIMITED LIABILITY COMPANY (THE Company) pursuant to the provisions of the Alabama Limited Liability Company Act (the LLC Act), do hereby adopt the following Articles of Organization:

ARTICLE I

The name of the Company is:

Lionhead Development, LLC

ARTICLE II

The existence of the Company shall commence on the date of the filing of these Articles or Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue until December 31, 2055; *provided, however*, that the Company shall be dissolved prior to such date upon the earlier to occur of (i) the written consent of all the members to dissolve the Company; (ii) as provided in the Operating Agreement; or (iii) as may be required under the LLC Act.

ARTICLE III

The purposes for which the Company is organized are:

- (a) to pursue real estate investing opportunities and other related and unrelated activities as allowed by law; and
- (b) to engage in any lawful act or activity for which limited liability companies may be organized under the LLC Act.

ARTICLE IV

The location and mailing address of the initial registered office of the Company in the State of Alabama is 1472 Scout Ridge Drive, Hoover, AL 35244, and the name of its initial registered agent at such address is Jake Arians.

ARTICLE V

The name and mailing address of the initial members of the Company are as follows:

Jake and Traci Arians
C/O Wood Law Firm, LLC
P. O. Box 382434
Birmingham, Alabama, 35238-2434

Brett Moore
C/O Wood Law Firm, LLC
P. O. Box 382434
Birmingham, Alabama, 35238-2434

ARTICLE VI

The Company shall admit additional members only upon the terms and conditions set forth in the Operating Agreement.

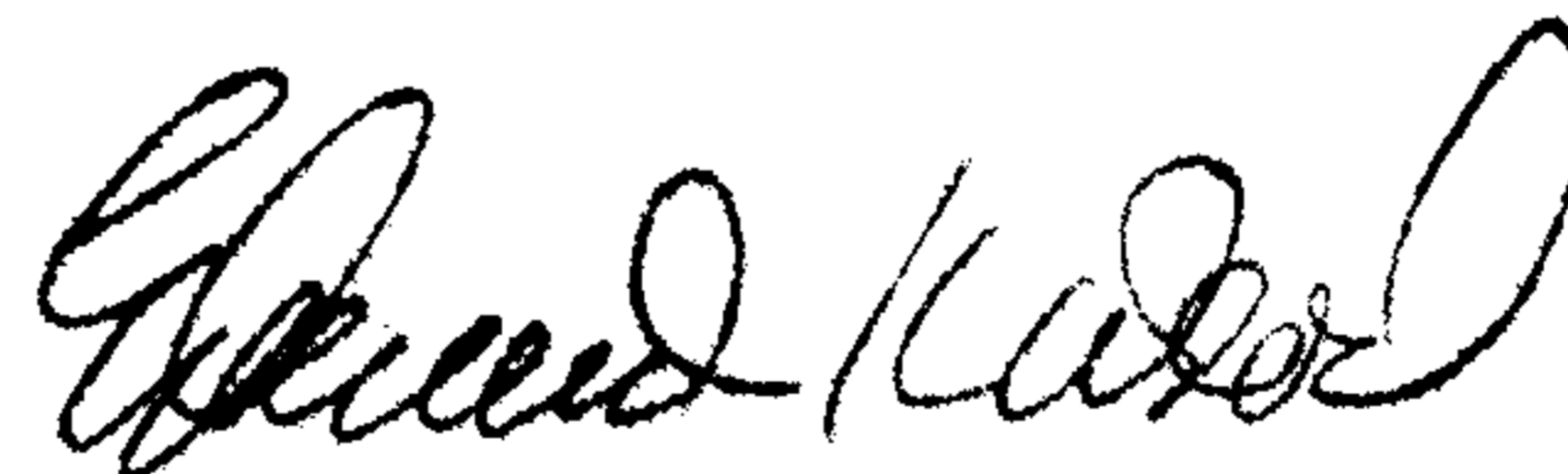
ARTICLE VII

The Members of the Company shall have the right to continue its business after an event of dissociation terminates the continued membership of a member in the company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted, and (ii) the legal existence and business of the Company is continued by the written consent of all the remaining members within 90 days after the occurrence of such event of dissociation.

ARTICLE VIII

The Company shall be managed by the member(s).

IN WITNESS WHEREOF, the undersigned, being attorney in fact for the initial member hereinbefore named, does hereby make these Articles of Organization and does hereby affirm that the facts stated herein are true, and accordingly do hereunto sign these Articles of Organization this 25th day of January, 2010.



E. Kirk Wood