

STATE OF ALABAMA     )  
SHELBY COUNTY         )

**ARTICLES OF ORGANIZATION  
OF  
GRUBB AND SHAW, LLC**

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

1. The name of the Limited Liability Company is Grubb and Shaw, LLC.

2. The existence 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 Shelby County, Alabama, and shall continue until December 31, 2061; provided, however, that the Limited Liability Company shall be dissolved prior to such date (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.


3. The purpose for which this Limited Liability Company is organized is:

To acquire, own, lease and sell real estate and to engage in the transaction of any of all lawful business for which Limited Liability Companies may be organized under the laws of the State of Alabama.

4. The location and mailing address of the initial registered office shall be: 4413 Ashington Circle, Birmingham, Alabama 35242 and the name of the initial registered agent shall be Robert W. Grubb.

5. The names and mailing addresses of the initial members of the Limited Liability Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Robert W. Grubb	4413 Ashington Circle Birmingham, Alabama 35242
Robert H. Shaw, Jr.	316 Crystal Lake Drive Sterrett, Alabama 35147

  
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6. The members of the Limited Liability Company shall have the right to admit additional members to the Limited Liability Company upon the unanimous consent of all the members of the Limited Liability Company.


7. The remaining members of the Limited Liability Company shall have the right to continue the legal existence and business of the Limited Liability Company after an event of dissociation (as set forth in the Operating Agreement) terminates the continued membership of a member in the Limited Liability Company if: (i) there is at least one remaining member, or at least one remaining member and a new member is admitted; and (ii) the legal existence and business of the Limited Liability Company is continued by the written unanimous consent of the remaining members within 90 days after the occurrence of the event of dissociation.

8. The Limited Liability Company shall be managed by its members.

IN WITNESS WHEREFORE, the undersigned have affixed their hands and seals on this 31 day of January, 2011.

  
ROBERT W. GRUBB

  
ROBERT H. SHAW, JR.

  
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