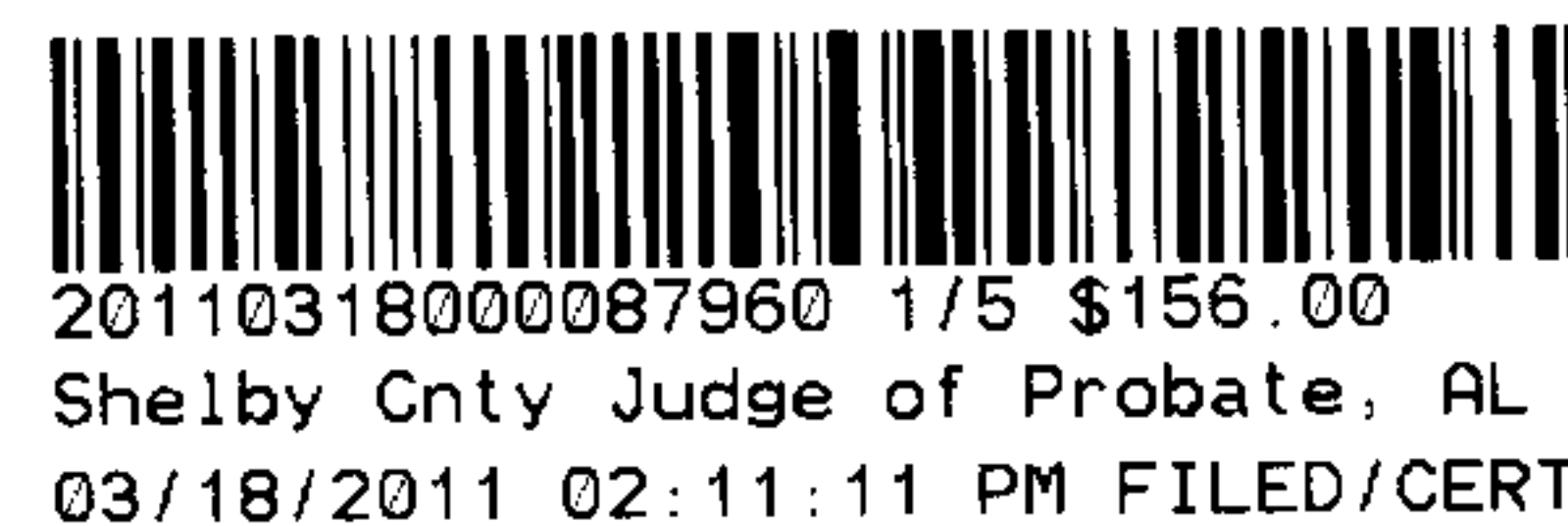


**ARTICLES OF ORGANIZATION  
OF  
ATHLETIC CLUB OF ALABAMA, LLC**



For the purpose of forming a limited liability company under the Alabama Limited Liability Company 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 Shelby County Judge of Probate's office, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article I hereof, shall commence.

**ARTICLE I  
NAME**

- 1.1 The name of the Company shall be Athletic Club of Alabama, LLC.

**ARTICLE II  
PERIOD OF DURATION**

- 2.1 The duration of the Company shall be perpetual.

**ARTICLE III  
OPERATING AGREEMENT**

The business of the Company and the relationship of its Members shall be subject to the terms and conditions of the Operating Agreement of the Company dated as of the date hereof and as amended or restated from time to time (the "Operating Agreement").

**ARTICLE IV  
PURPOSES, OBJECTS AND POWERS**

- 4.1 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 III 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.

4.2 All words, phrases and provisions appearing in this Article III 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.



20110318000087960 2/5 \$156.00  
Shelby Cnty Judge of Probate, AL  
03/18/2011 02:11:11 PM FILED/CERT

**ARTICLE V**  
**REGISTERED OFFICE AND REGISTERED AGENT**

5.1 The location and mailing address of the initial registered office of the Company shall be: 200 Cahaba Park Circle, Suite 125, Birmingham, Alabama, 35242.

5.2 The initial registered agent at such address shall be Morris Wade Richardson.

**ARTICLE VI**  
**INITIAL MEMBERS**

6.1 The name and mailing address of the initial Member of the Company is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Morris Wade Richardson	200 Cahaba Park Circle Suite 125 Birmingham, AL 35242

**ARTICLE VII**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional Members shall be admitted to the Company only in accordance with the provisions of the Operating Agreement.

**ARTICLE VIII**  
**CONTINUATION OF BUSINESS**


In the event of the death, retirement, resignation, expulsion or dissolution of a Member, the remaining Member or Members shall automatically continue the business of the Company.

**ARTICLE IX**  
**MANAGEMENT**

The Company shall be managed by Managers. The name of the initial Manager and his address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Morris Wade Richardson	200 Cahaba Park Circle Suite 125 Birmingham, AL 35242

**ARTICLE X**  
**INDEMNIFICATION**

  
20110318000087960 3/5 \$156.00  
Shelby Cnty Judge of Probate, AL  
03/18/2011 02:11:11 PM FILED/CERT

The Company may indemnify its Members, officers, agents and employees to the maximum extent permitted by law.

**ARTICLE XI**  
**AMENDMENT**


The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter provided by law, and all rights conferred herein upon holders of membership interests are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without obtaining the approval of the Manager(s) and/or the Member(s) (as the case may be) pursuant to the terms of the Operating Agreement in effect on the date of any such amendment.

[signature page follows]

In Testimony Whereof, witness the hand and seal of the undersigned on this the 24<sup>th</sup> day of February, 2011.

  
Morris Wade Richardson

This instrument prepared by:  
Morris Wade Richardson, Esq.  
RICHARDSONCLEMENT PC  
200 Cahaba Park Circle, Suite 125  
Birmingham, Alabama 35242  
(205) 572-4100

  
20110318000087960 4/5 \$156.00  
Shelby Cnty Judge of Probate, AL  
03/18/2011 02:11:11 PM FILED/CERT



Beth Chapman  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

Pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

**Athletic Club of Alabama, LLC**

This domestic corporation name is proposed to be formed in Shelby County and is for the exclusive use of Morris Wade Richardson, 200 CahabaPark Circle Ste 125, Birmingham, AL 35242 for a period of one hundred twenty days beginning March 11, 2011 and expiring July 10, 2011



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 16, 2011

Date

*Beth Chapman* <sup>TM</sup>

Beth Chapman

Secretary of State