


**STATE OF ALABAMA**

**SHELBY COUNTY**

  
20110615000175550 1/4 \$156.00  
Shelby Cnty Judge of Probate, AL  
06/15/2011 09:56:50 AM FILED/CERT

**ARTICLES OF ORGANIZATION**

**OF**

**DIXIE REAL ESTATE, LLC.**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the *Code of Alabama* (1975), as amended (the "Act"), hereby files the following Articles of Organization with the Office of the Probate Judge of the county in which the initial registered office of the limited liability company will be located and affirms that the facts stated in these Articles of Organization are true and correct.

**SECTION 1. NAME OF COMPANY**

The name of the limited liability company is DIXIE REAL ESTATE, LLC (the "Company").

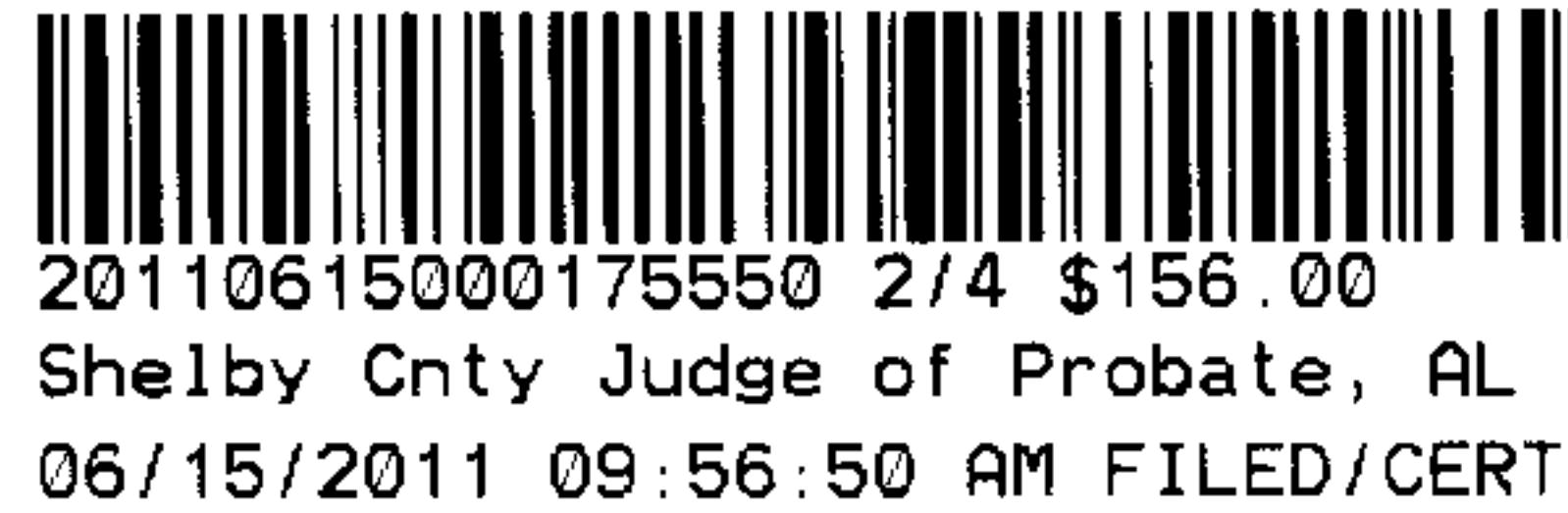
**SECTION 2. PURPOSES**

The purposes for which the Company is organized are as follows:

SECTION 2.1 To operate as a business primarily in the form of long term investments.

SECTION 2.2 To guarantee, act as surety for, endorse, or act as accommodation maker for any debts of the members; subsidiaries of the Company (regardless of the percentage of ownership interest of the Company in such subsidiary and regardless of the form of the organization, e.g., corporation, partnership, limited partnership, limited liability company, etc., referred to herein collectively as "Business Organizations"); Business Organizations any portion of whose ownership interest are owned by members; and any other persons, regardless of the presence or adequacy of the consideration to be received by the Company for so doing or the presence or adequacy of any direct or indirect benefit to the Company. "Debts" as referenced in this Section 2.2 shall include liquidated and unliquidated amounts, amounts rising *ex contractu* and *ex delicto*, and amounts fixed or contingent, and matured or unmatured, whether new, pre-existing, renewed, or extended, regardless of the terms thereof.

SECTION 2.3 To exercise all other powers and do all things that a limited liability company organized and existing under the Act may do, and to engage in all activities that may now or hereafter be necessary, appropriate, convenient, or helpful to any of the foregoing.



### **SECTION 3. INITIAL REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS**

The location and mailing address of the initial registered office of the Company shall be 11028 Highway 25, Calera, AL 35040. The name of the initial registered agent for service of process at the foregoing address shall be John W. Davis.

### **SECTION 4. ORGANIZER**

The name and mailing address of the organizer of the Company is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
John W. Davis	1 Dogwood Drive, Calera, AL 35040

### **SECTION 5. INITIAL MEMBERS**

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

<u>NAME</u>	<u>MAILING ADDRESS</u>
John W. Davis	1 Dogwood Drive, Calera, AL 35040
Phillip N. Davis	28030 Highway 31, Jemison, AL 35085

Subject to the requirements of the Act, the membership interests shall be divided into such classes and shall have such relative rights, powers, and duties as are provided in the Operating Agreement of the Company, as in effect from time to time (the "Operating Agreement").

### **SECTION 6. MANAGEMENT**

The Company shall be managed by members. The name and mailing address of the members to serve as managers until the first annual meeting of the members or until their successors are duly elected and qualified are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
John W. Davis	1 Dogwood Drive, Calera, AL 35040
Phillip N. Davis	28030 Highway 31, Jemison, AL 35085



## SECTION 7. SHARES

The initial members will have equal shares in the company. The amount of shares for the initial members of the Company is as follows:

<u>NAME</u>	<u>SHARES</u>
John W. Davis	50
Phillip N. Davis	50

## SECTION 8. ADDITIONAL MEMBERS

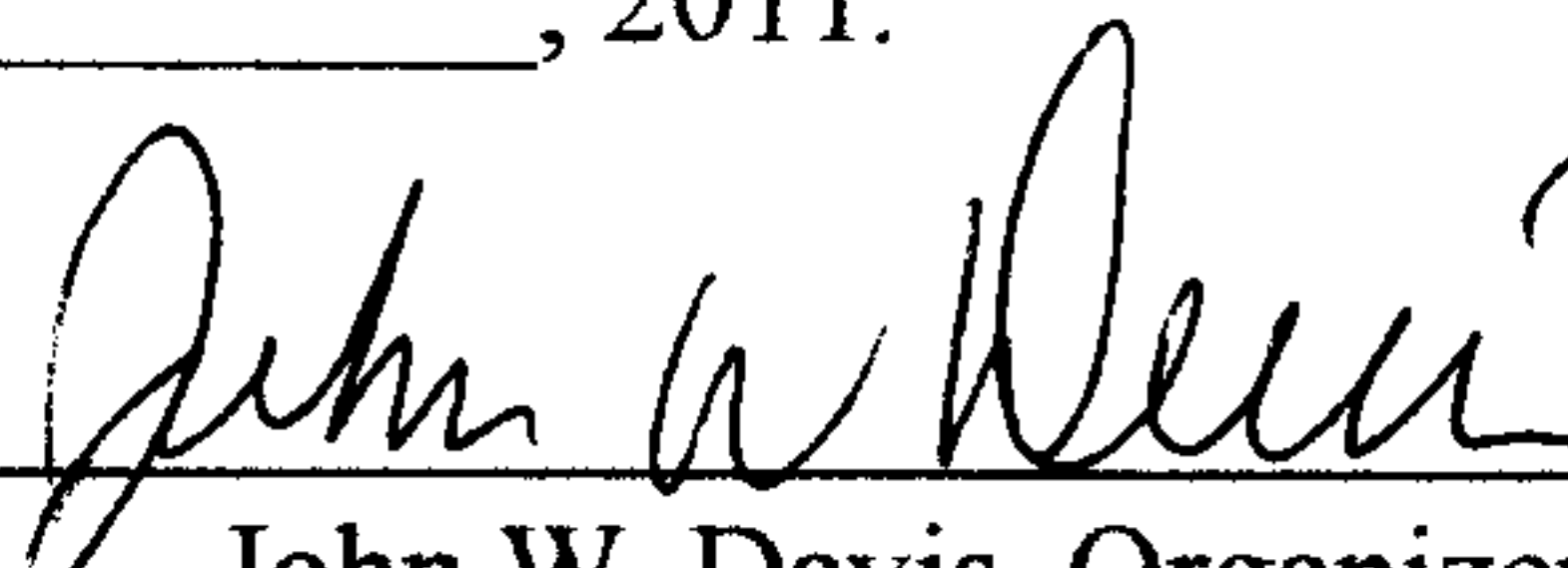
Additional members may be admitted only upon the unanimous written consent of the then existing members, as further provided in the Operating Agreement.


*Important Notice: Transfers of membership interests in the Company may be subject to certain restrictions set forth in the Operating Agreement.*

## SECTION 9. DISSOLUTION OF THE COMPANY

The Company shall not be dissolved by the cessation of membership of one or more of its members, and shall otherwise be dissolved as provided in the Operating Agreement or by the Act.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization on this the 9<sup>th</sup> day of June, 2011.

  
\_\_\_\_\_  
John W. Davis, Organizer

  
20110615000175550 3/4 \$156.00  
Shelby Cnty Judge of Probate, AL  
06/15/2011 09:56:50 AM FILED/CERT

This instrument prepared by:  
The Law Office of Byron Woodrow Ketcham, III  
205 Eastwood Dr.  
Homewood, AL 35209

Beth Chapman  
Secretary of State

20110615000175550 4/4 \$156.00  
Shelby Cnty Judge of Probate, AL  
06/15/2011 09:56:50 AM FILED/CERT

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:

**Dixie Real Estate, LLC**

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of DIXIE REAL ESTATE, LLC, 11028 HIGHWAY 25, CALERA, AL 35040 for a period of one hundred twenty days beginning May 9, 2011 and expiring September 7, 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.



581-180

\_\_\_\_\_  
Date May 24, 2011

\_\_\_\_\_  
Beth Chapman Secretary of State