


**ARTICLES OF ORGANIZATION OF  
AFK LAND, LLC**

  
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Shelby Cnty Judge of Probate, AL  
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Pursuant to the Provisions of Section 10-12-1 to 10-12-61, Code of Alabama (1975), the undersigned being a natural person of at least 18 years of age and acting as the Organizer of the Limited Liability Company hereby being formed hereby adopt the following Articles of Organization for the Limited Liability Company.

**ARTICLE I**

***Name***

The name of the limited liability company is **AFK LAND, LLC** (the "Company").

**ARTICLE II**

***Duration***

The Company shall have a perpetual duration from the date of organization, unless it is (a) terminated by the occurrence of an event set forth in the Operating Agreement and/or (b) dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act.

**ARTICLE III**

***Purposes***

The purposes for which the Company is formed are:

- (a) The purchase and sale of real estate;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporation, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (g) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (h) To engage in any other lawful act or activity for which a limited liabilities company may be organized pursuant to and in accordance with Alabama Code Sections 10-12-1 to 10-12-61.

#### **ARTICLE IV**

##### ***Registered Office; Registered Agent***

The location and street address of the initial registered office of the Company shall be 15 Southlake Lane, Suite 150, Birmingham, Alabama 35244 and its registered agent to whom process may be sent in Alabama at such address shall be F. Wayne Keith.

#### **ARTICLE V**

##### ***Principal Office***

The principal office of the limited Liability Company is 15 Southlake Lane, Suite 100, Birmingham, Alabama 35244

#### **ARTICLE VI**

##### ***Initial Members***

The names and addresses of the initial members are:

Jerry R. Adams, Jr.  
3603 Timber Way  
Helena, Alabama 35022

Lucy R. Farmer  
15 Southlake Lane, Suite 100  
Birmingham, Alabama 35244

David Keith  
15 Southlake Lane, Suite 100  
Birmingham, Alabama 35244

## **ARTICLE VII**

### ***Managing Member***

The Limited Liability Company is to be managed by the Managing Member.

The name and address of the initial Managing Member is:

David Keith  
15 Southlake Lane, Suite 100  
Birmingham, Alabama 35244

## **ARTICLE VIII**

### ***Admission of Additional Members***

The existing Members shall have the right to admit additional Members to the Limited Company, by affirmative vote or consent of Members holding two-thirds of the Members' Percentage Interests, in accordance with the terms and conditions of the Operating Agreement of the Limited Liability Agreement.

## **ARTICLE IX**

### ***Cessation of Membership Continuance of Business***

The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the members ( other than the Managing Members who caused the Withdrawal Event) my continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

## **ARTICLE X**

### ***Name and Address of Organizer***

The name and business address of the Organizer of the Limited Liability Company is F. Wayne Keith, 15 Southlake Lane, Suite 150, Birmingham, Alabama 35244.



**ARTICLE XI**

***Miscellaneous***

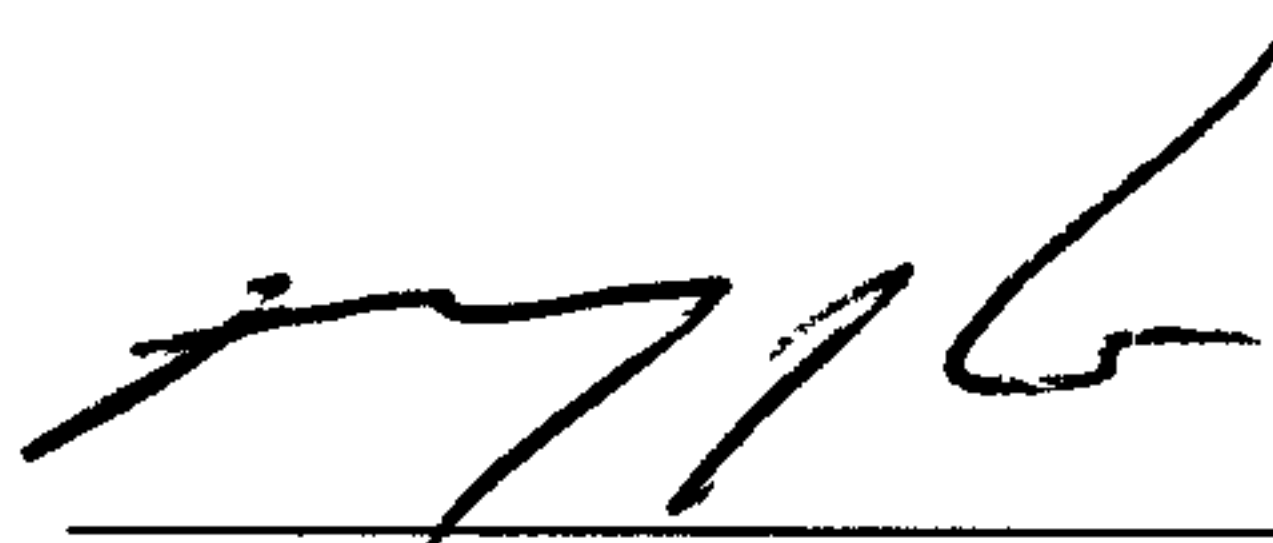
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At the date of the filing of these Articles of Organization, AFK Land, LLC will have one Managing Member and three Members.

AFK Land, LLC does not have the power to expel a Member.

None of the members of AFK Land, LLC are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 10th day of August, 2011 by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

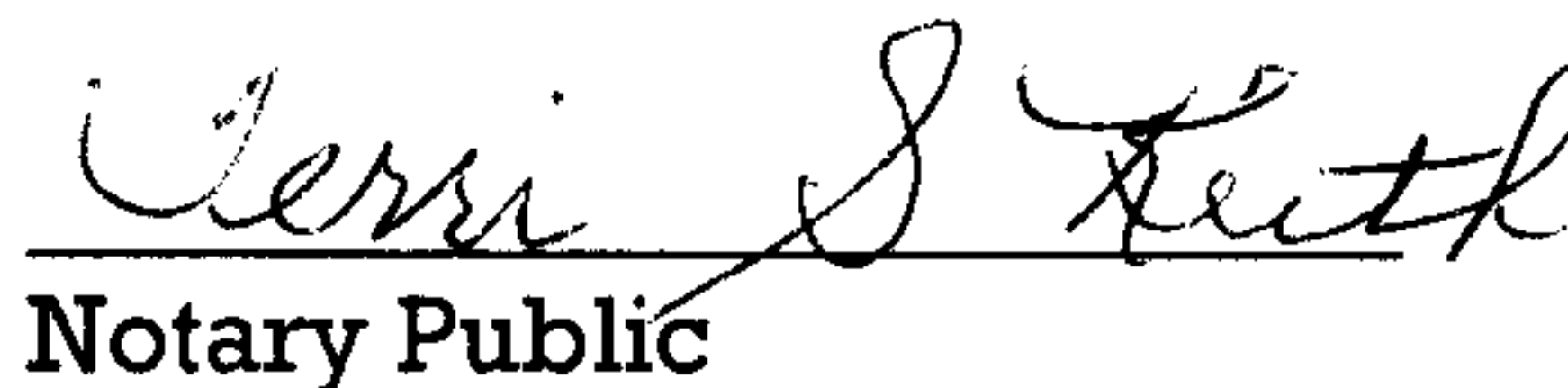


F. Wayne Keith  
Organizer

STATE OF ALABAMA  
SHELBY COUNTY

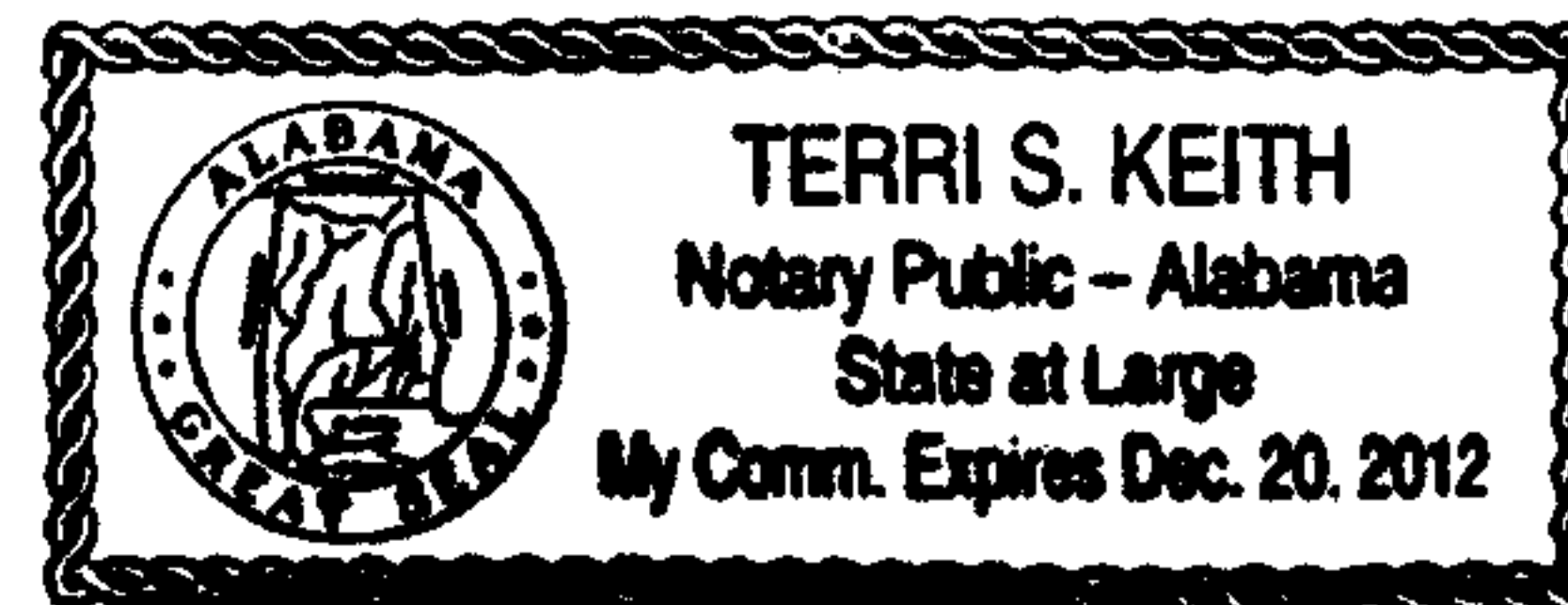
I, the undersigned, a Notary Public in and for said County, in said State hereby certify that F. Wayne Keith, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me, that, being informed of the contents of said Articles of Organization, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 10th day of August, 2011.



Notary Public

THIS INSTRUMENT PREPARED BY:  
F. Wayne Keith, Attorney  
15 Southlake Lane, Suite 150  
Birmingham, Alabama 35244



Beth Chapman  
Secretary of State

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

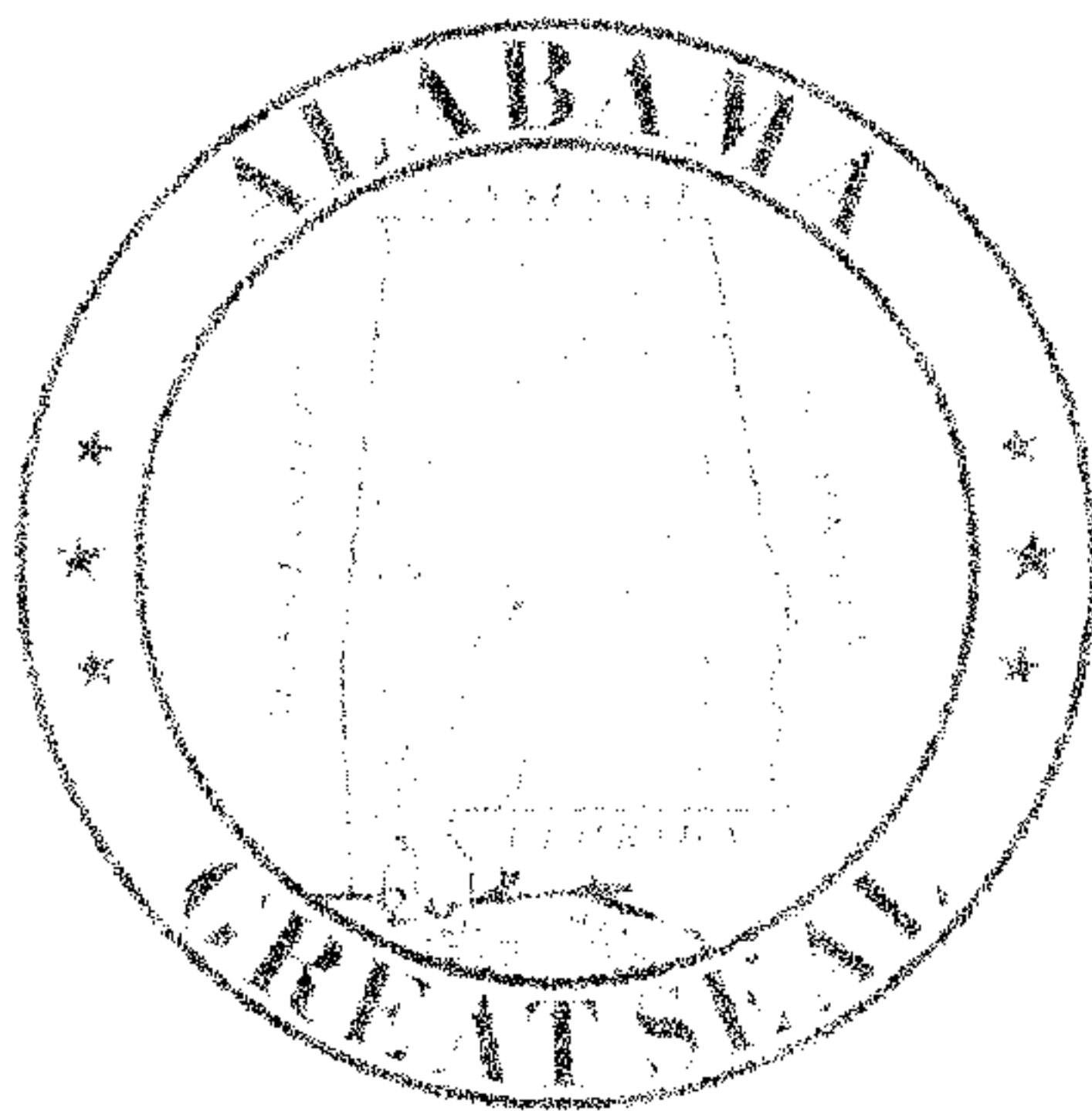
# STATE OF ALABAMA

**I, Beth Chapman, Secretary of 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:

**AFK LAND, LLC**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of F. Wayne Keith, 15 Southlake Lane #150, Birmingham,  
AL 35244 for a period of one hundred twenty days beginning August 3, 2011 and  
expiring December 1, 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.**

August 3, 2011

Date

*Beth Chapman*

584-926

Beth Chapman

Secretary of State