

**ARTICLES OF ORGANIZATION
OF
KILSBY PROPERTIES, LLC**

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Law"), the undersigned does hereby sign and adopt these Articles of Organization, and, upon filing for record of these Articles of Organization in the office of the Judge of Probate of Jefferson County, Alabama, 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**

The name of the Company shall be Kilsby Properties, LLC.

**ARTICLE II
TYPE OF ENTITY**

The Company shall be formed as a limited liability company.

**ARTICLE III
PERIOD OF DURATION**

The duration of the Company shall be perpetual.

**ARTICLE IV
PURPOSES, OBJECTS AND POWERS**

4.1 Without limiting the scope and generality of the purposes, objects and powers of the Company granted by the Law, the Company shall have the power to:

(a) to acquire, own, mortgage, develop and lease real property and to thereto and to engage in all other activities related or incidental thereto; and

(b) engage in any lawful business, act or activity for which a company may be organized under the Law, it being the purpose and intent of this Article IV to invest the Company with the broadest purposes, objects and powers lawfully permitted a company formed under the Law.

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

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

5.1 The location and mailing address of the initial registered office of the Company shall be 207 Legacy Court, Hoover, Alabama 35242.

5.2 The initial registered agent at such address shall be Miles M. Cunningham.

ARTICLE VI
ORGANIZER

The name and mailing address of the Organizer is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas C. Clark, III	1901 Sixth Avenue North 2400 Regions/Harbert Plaza Birmingham, AL 35203

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

From and after the date of the formation of the Company, any person or entity acceptable to a Majority in Interest of the Members by their vote thereof may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as the Members by their votes shall determine, or as a transferee of a Member's membership interest or any portion thereof as approved by the Members by their vote, subject to the terms and conditions of these Articles of Organization and the Operating Agreement. A "Majority in Interest" means more than fifty percent of the Units. A "Unit" is an ownership interest in the Company representing a Capital Contribution as determined by the Members in the Operating Agreement. Each Unit shall entitle the holder thereof to one vote on all matters submitted to the Members for a vote.

ARTICLE VIII
CLASSES OR GROUPS OF MEMBERSHIP INTERESTS

The relative rights, powers and duties for classes or groups of membership interests, if any, are set forth in full in the Operating Agreement of the Company, as the same may be in effect from time to time.

ARTICLE IX
CONTINUATION OF BUSINESS

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



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ARTICLE X **MANAGEMENT**

The business and affairs of the Company shall be managed by one or more Managers. The name and mailing address of the initial Managers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Miles M. Cunningham	207 Legacy Court Hoover, Alabama 35242
Andrew R. Cunningham	2509 Beaumont Circle Vestavia Hills, Alabama 35216

ARTICLE XI **INTERNAL AFFAIRS**

11.1 The provisions of Sections 11.2 to 11.3 for the regulation of the business and for the conduct of the affairs of the Company and its Members are hereby adopted.

11.2 The initial Operating Agreement of the Company shall be adopted by the initial Members. The power to alter, amend, or repeal the Operating Agreement or adopt a new Operating Agreement shall be vested in the Members, which power may be exercised in the manner and to the extent provided in the Operating Agreement. The Operating Agreement may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company or the Members, not inconsistent with the Law or these Articles of Organization. The Operating Agreement as so adopted and as may be amended from time-to-time, is hereby incorporated herein by reference as if set out in full herein.

11.3 These Articles of Organization may be amended, altered, or repealed from time to time in the manner now or hereafter prescribed in these Articles of Organization, the Operating Agreement, or as permitted by the Law.

(signature page follows)

IN TESTIMONY WHEREOF, witness the hand and seal of the undersigned Organizer
on this the 11th day of August, 2011.



Thomas C. Clark, III, Esq.


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THIS INSTRUMENT PREPARED BY:
Thomas C. Clark, III, Esq.
Maynard, Cooper & Gale, P.C.
2400 Regions/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618
(205) 254-1000

Beth Chapman
Secretary of State

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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:

Kilsby Properties, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Hayes Arendall, 1901 6th Ave. N, Ste. 2400,
Birmingham, AL 35203 for a period of one hundred twenty days beginning August
5, 2011 and expiring December 3, 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 5, 2011

Date

Beth Chapman

585-189

Beth Chapman

Secretary of State