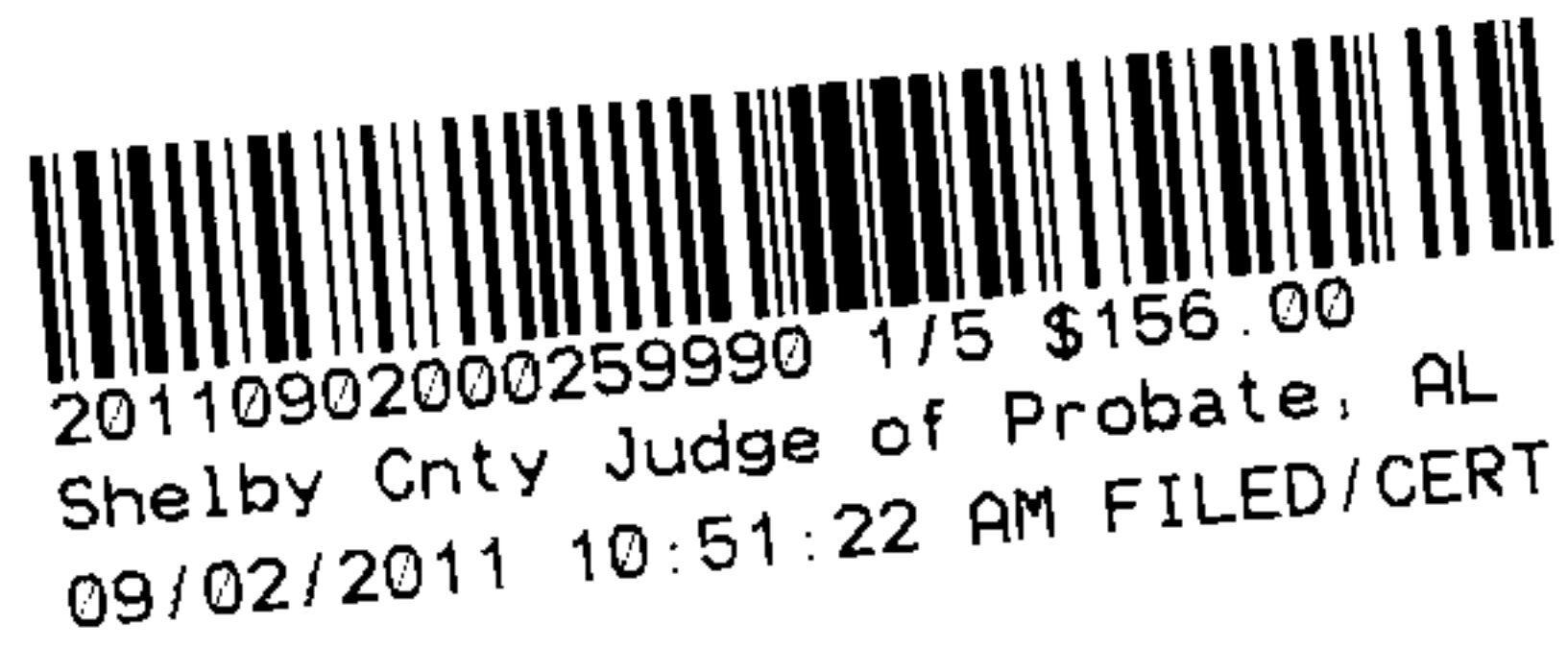


STATE OF ALABAMA
SHELBY COUNTY



ARTICLES OF ORGANIZATION
OLD TOWN PROPERTY, LLC

ARTICLE I

The Name of the Limited Liability Company shall be **OLD TOWN PROPERTY, LLC** and shall conduct any and all business of the company as **OLD TOWN PROPERTY, LLC** which shall be operated as, and only as a Limited Liability Company pursuant to the laws of the State of Alabama.

ARTICLE II

OLD TOWN PROPERTY, LLC is perpetual in duration and succession in its name and has the same powers as a natural person to do all things necessary and/or convenient to carry out its business affairs including each and every power and thing codified at Ala. Code § 10-12-4 (1975)(as amended).

ARTICLE III

OLD TOWN PROPERTY, LLC has been organized for the purposes of managing real property, including but limited to, business leasing, development and sales and/or any other lawful purpose.

ARTICLE IV

The street address of **OLD TOWN PROPERTY, LLC** is:

1436 Navajo Trail
Alabaster, Alabama 35007

The name of the registered agent at that office is:

Daniel F. Ward.

ARTICLE V

The name and address of the organizer of **OLD TOWN PROPERTY, LLC** are:

Elliot E. Ward, Organizer
410 Grove Hill Circle
Alabaster, Alabama 35007

ARTICLE VI

OLD TOWN PROPERTY, LLC shall be managed by:

Elliot E. Ward
410 Grove Hill Circle
Alabaster, Alabama 35007


20110902000259990 2/5 \$156.00
Shelby Cnty Judge of Probate, AL
09/02/2011 10:51:22 AM FILED/CERT

Elliot E. Ward shall serve and act as **OLD TOWN PROPERTY, LLC's** managing member until the first annual meeting of the members or until such time as his successor is elected and qualified pursuant to the terms of the Operating Agreement. There shall only be one (1) manager of **OLD TOWN PROPERTY, LLC** at any time.

The initial non-voting Members of **OLD TOWN PROPERTY, LLC** are:

Daniel F. Ward
1436 Navajo Trail
Alabaster, Alabama 35007

Steven L. Ward
11707 Benton Avenue
Northport, Alabama 35475

Anita M. Edwards
6157 Twin Oaks S.E.
Bessemer, Alabama 35022

Michael W. Ward
1150 Caribbean Circle
Alabaster, Alabama 35007

Kristina M. Ward
54 Tidwell Loop
Jasper, Alabama 35504

Stafania M. Ward
54 Tidwell Loop
Jasper, Alabama 35504

ARTICLE VII

The member(s) of **OLD TOWN PROPERTY, LLC** hereafter retain the right to admit additional members to **OLD TOWN PROPERTY, LLC** in accordance with all laws and regulations of the State of Alabama and the United States of America. Additional members shall be admitted only upon and at the sole discretion of the managing member.

ARTICLE VIII

OLD TOWN PROPERTY, LLC shall be dissolved upon a two-thirds majority vote of the voting members in accordance with the procedures set forth in the Operating Agreement.

ARTICLE IX

OLD TOWN PROPERTY, LLC shall maintain separate banking accounts from the members of **OLD TOWN PROPERTY, LLC** from which any and all business activities shall be conducted. The Managing member and the Treasurer shall have signatory authority upon the banking accounts of **OLD TOWN PROPERTY, LLC**.

ARTICLE X

The members of **OLD TOWN PROPERTY, LLC** shall be divided into the following classes as to voting rights:

Manager – Shall have five (5) respective votes on any matter brought to vote by the members.

Voting Class Members – Shall have (1) respective vote on any matter brought to vote by the members. Voting Class Members - shall be those members whom have been a member of **OLD TOWN PROPERTY, LLC** for a minimum of one (1) year and one (1) day and whom have been granted Voting Class Member status at the sole discretion of the Managing Member or as otherwise set forth in the Operating Agreement.

Non-voting Class Members – Shall have no voting rights on any matter brought to vote by the members. Non-Voting Class Members shall be those members whom have been a member of **OLD TOWN PROPERTY, LLC** for up to one (1) year.

ARTICLE XI

Any action to amend these Articles of Organization shall require the vote and approval of two thirds (2/3) of the votes of the total votes of the Manager and Voting Class Members. Notice of said vote shall be given in accordance with the terms of the Operating Agreement.

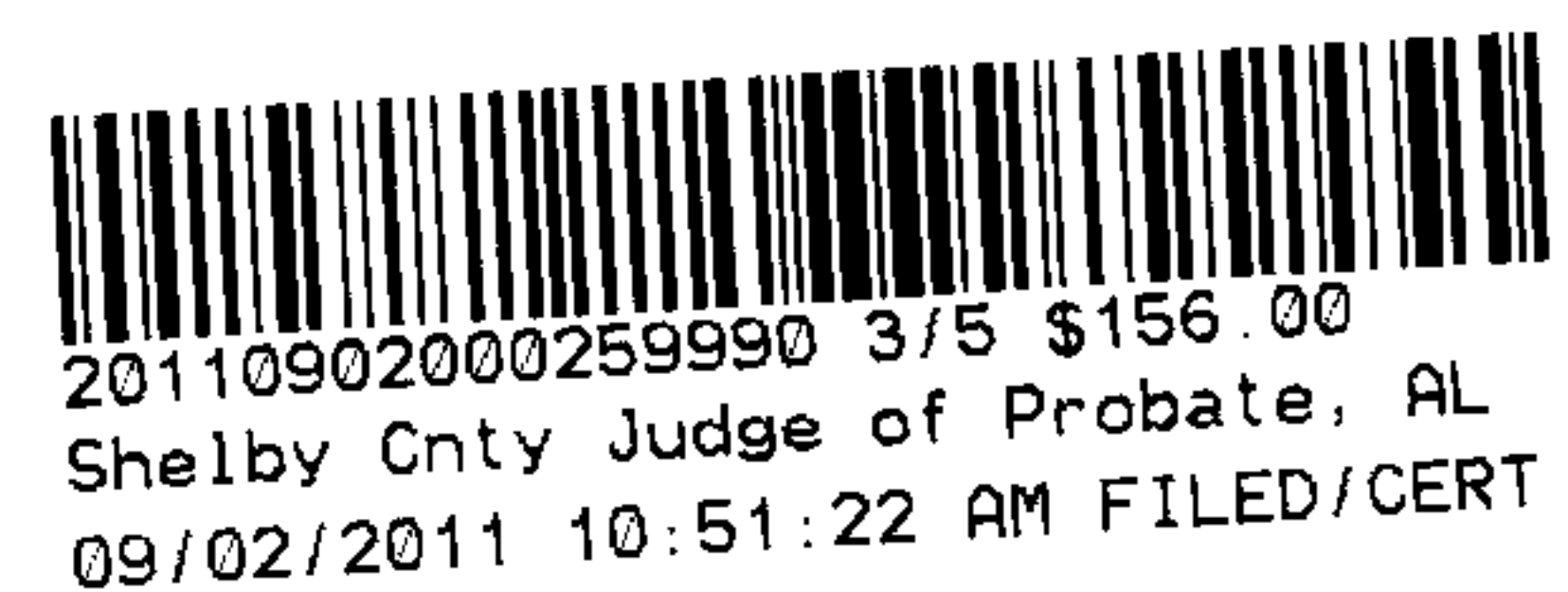
IN WITNESS THEREOF, the undersigned member executed these Articles of Organization for **OLD TOWN PROPERTY, LLC** on this the 11 day of Aug, 2011.



Elliot E. Ward

Initial Managing Member and Organizer

STATE OF ALABAMA)
SHELBY COUNTY)



Before me, the undersigned authority, a Notary Public in and for said county and state, personally appeared Elliot E. Ward, who is made known to me and, who, upon oath, deposes and says that the foregoing is true and correct.

Given under my hand and seal this 11th day of August 2011.



NOTARY PUBLIC

My commission expires: **NOTARY PUBLIC STATE OF ALABAMA AT LARGE**
MY COMMISSION EXPIRES: Oct 21, 2012
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Prepared by:
C. Brian Davidson, Esq.
OF COUNSEL:
DAVIDSON LAW FIRM, P.C.
P.O. Box 267
Helena, Alabama 35080


20110902000259990 4/5 \$156.00
Shelby Cnty Judge of Probate, AL
09/02/2011 10:51:22 AM FILED/CERT

Beth Chapman
Secretary of State

20110902000259990 5/5 \$156.00
Shelby Cnty Judge of Probate, AL
09/02/2011 10:51:22 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:

Old Town Property, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of DANIEL F. WARD, 1436 NAVAJO TRAIL, ALABASTER, AL 35007 for a period of one hundred twenty days beginning June 7, 2011 and expiring October 6, 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.



583-769

August 26, 2011

Date

Beth Chapman
Beth Chapman Secretary of State