

This document prepared by:  
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2829 2<sup>nd</sup> Avenue South, Suite 200  
Birmingham AL 35233

STATE OF ALABAMA                     )  
  )  
COUNTY OF SHELBY                     )

**ARTICLES OF ORGANIZATION  
OF  
HIGHPOINT JACKSONVILLE I, LLC**

The undersigned organizer, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby files the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in these Articles of Organization are true and correct:

**ARTICLE I  
NAME**

The name of this limited liability company (the "Company") shall be: **Highpoint Jacksonville I, LLC.**

**ARTICLE II  
DURATION**

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

**ARTICLE III  
PURPOSES**

The nature of the business of the Company and its objects, purposes and powers are as follows:

(a) To purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge a limited liability company interest in an entity or entities engaged in the ownership of real estate;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, lease, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith; and

(c) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

#### **ARTICLE IV** **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Company shall be 2236 Cahaba Valley Drive, Suite 100, Birmingham, Alabama, 35242, and its registered agent at such address shall be Jeffrey D. Brooks.

#### **ARTICLE V** **INITIAL MEMBER**

The name and address of the sole initial member (the "Member") of the Company is as follows:

##### **MEMBER**

Brooks Holdings, LLC

##### **ADDRESS**

2236 Cahaba Valley Drive  
Suite 100  
Birmingham, AL 35242

#### **ARTICLE VI** **ADDITIONAL MEMBERS**

The Member reserves the right to admit additional Members upon the agreement by the Member as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.



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Shelby Cnty Judge of Probate, AL  
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**ARTICLE VII**  
**OPERATING AGREEMENT**

The Operating Agreement of the Company shall be executed by the Member and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles of Organization.

**ARTICLE VIII**  
**CONTINUATION UPON CESSATION OF MEMBER**

The Member(s) shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement or Articles of Organization.

**ARTICLE IX**  
**MANAGEMENT**

The Company shall be managed by a Manager. The name and address of the initial Manager of the Company are as follows:

**MANAGER**

**ADDRESS**

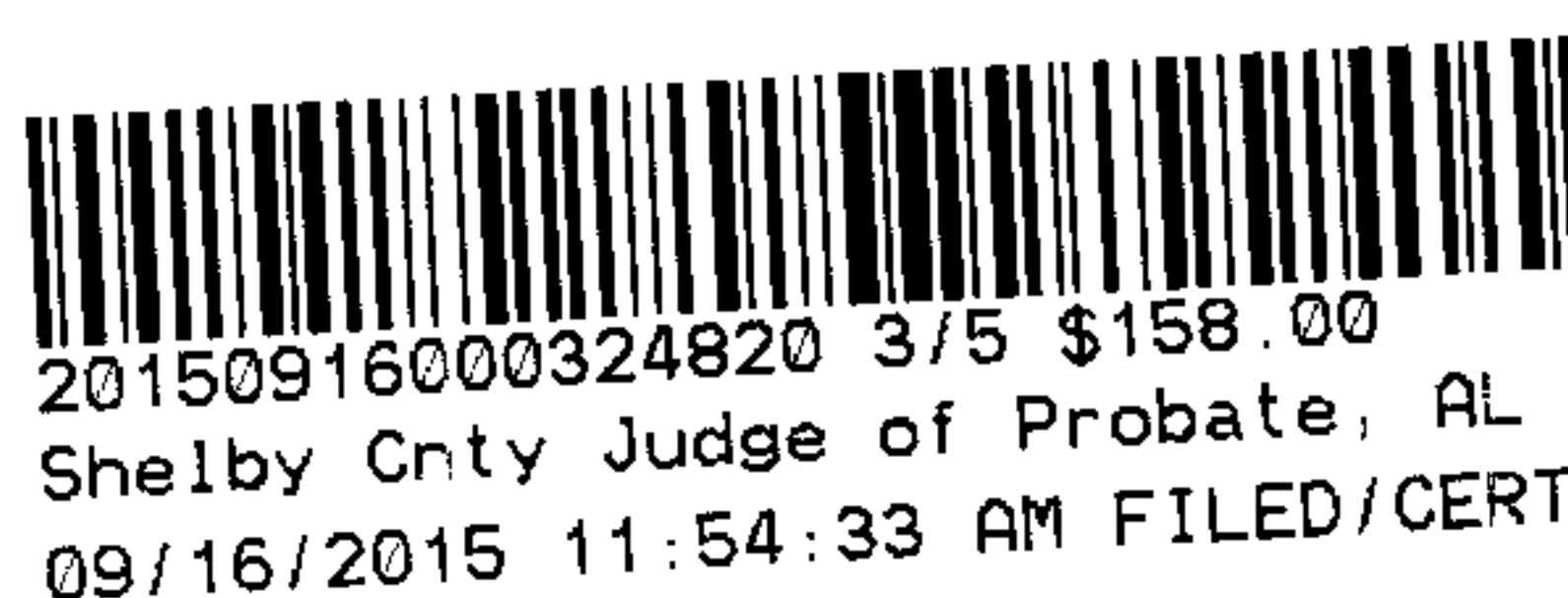
Highpoint Capital Partners, LLC

2236 Cahaba Valley Drive  
Suite 100  
Birmingham, AL 35242

**ARTICLE X**  
**ORGANIZER**

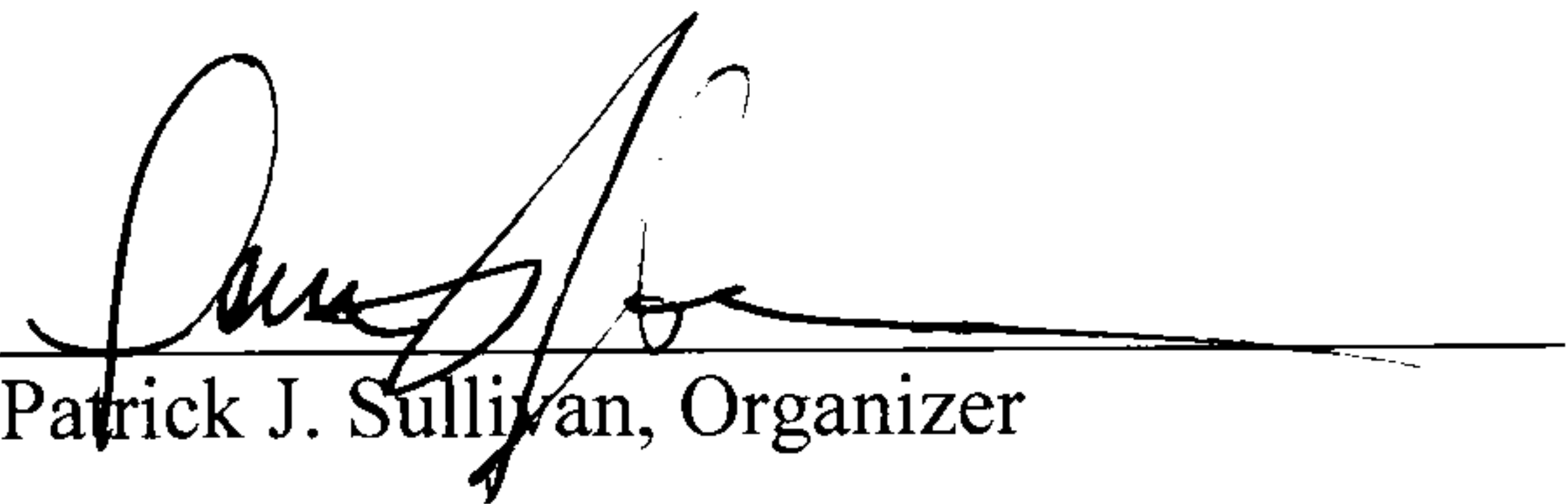
The name and address of the organizer are as follows:

Patrick J. Sullivan  
2236 Cahaba Valley Drive  
Suite 100  
Birmingham, AL 35242





**IN WITNESS WHEREOF**, the undersigned organizer has executed these Articles of Organization on this 14th day of September, 2015.

  
Patrick J. Sullivan, Organizer



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John H. Merrill  
Secretary of State

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

# STATE OF ALABAMA

**I, John H. Merrill, 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:

**Highpoint Jacksonville I, LLC**

This name reservation is for the exclusive use of Patrick Sullivan, 2236 Cahaba  
Valley Drive, Ste 100, Birmingham, AL 35242 for a period of one year beginning  
September 10, 2015 and expiring September 10, 2016

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**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.**

September 10, 2015

Date

*J. H. Merrill*

John H. Merrill

Secretary of State