

**ARTICLES OF ORGANIZATION
FOR
BRANTLEY PARK, LLC**

In accordance with the provisions of Tenn. Code Ann. § 48-201-101, *et seq.*, as such may be amended from time to time (the "Act"), the undersigned organizer files the following Articles of Organization for the purpose of organizing a Tennessee limited liability company.

1. **Name.** The name of the limited liability company is **BRANTLEY PARK, LLC** (the "Company").

2. **Registered Office and Agent.** The street address of the registered office of the Company is 149 Durwood Road, Knoxville, Knox County, Tennessee 37922-3219; and its registered agent at such office is **J. LALE AKINS, JR.**

3. **Organizer.** The name and address of the Organizer of the Company is Charles M Finn, First Tennessee Plaza, Suite 2500, 800 South Gay Street, Knoxville, Tennessee 37929.

4. **Period of Duration.** The period of duration for the Company shall commence on the date of the filing of these Articles of Organization with the Secretary of State, and shall be perpetual.

5. **Members.** At the date and time of the filing of these Articles of Organization, there are two (2) members of the Company.

6. **Management.** The Company will be member-managed.

7. **Principal Executive Office.** The street and mailing address of the principal executive office of the Company is 149 Durwood Road, Knoxville, Knox County, Tennessee 37922-3219.

8. **Expulsion of Members.** In accordance with § 48-216-101 of the Act, the Company shall have the power to expel a member.

9. **Restrictions.** The financial and governance rights of the members are subject to restrictions on assignment or transfer.

10. **Chief Manager Authority to Convey Real Estate.** Pursuant to Tenn. Code Ann. § 48-205-101(15), the Chief Manager of the Company is authorized to execute any and all

instruments reasonable and necessary to effectuate the transfer of title of real property held by the Company in accordance with the terms and conditions of the Operating Agreement.

11. **No Personal Liability.** To the fullest extent permitted in the Act, the members of the Company shall not be personally liable to the Company or its members for monetary damages for breach of their fiduciary duty. If the Act is hereafter amended to authorize further elimination or limitation of the liability of members, then the liability of members of the Company, in addition to the foregoing limitation on personal liability, shall be further limited to the fullest extent permitted by the amended Act. Any repeal or modification of this Paragraph 11 shall be prospective only, and shall not adversely affect any limitation on personal liability of the members of the Company existing at the time of such repeal or modification.

12. **Indemnification.** The Company hereby adopts the provisions of the Act to indemnify its members and managers, whether or not then in office, and their respective successors, officers, administrators and heirs.

13. **Preemptive Rights.** The members and any parties (other than the Company) to a Contribution Agreement or Contribution Allowance Agreement to which the Company is a party shall have preemptive rights only to the extent set forth in the Operating Agreement of the Company.

14. **Formation.** The existence of the Company shall begin upon the acceptance of these Articles of Organization by the Secretary of State of Tennessee.

Dated this 25th day of May, 2004.



Charles A. Pinn, Organizer

JULIE BRANTLEY VANCE, ITS SECRETARY

LIMITED LIABILITY COMPANY ANNUAL REPORT

Annual Report Filing Fee Due: \$50 per member, with a minimum fee of \$300 and a maximum fee of \$3000. There is an additional fee of \$20 if any changes are made in block #6 to the registered agent/office.

Please return completed form to:
TENNESSEE SECRETARY OF STATE
 Attn: Annual Report
 312 Eighth Avenue N. 6th Floor
 William R. Snodgrass Tower
 Nashville, TN 37243

CURRENT FISCAL YEAR CLOSING MONTH: 12 THIS REPORT IS DUE ON OR BEFORE: 04/01/06

(1) SECRETARY OF STATE CONTROL NUMBER: 0470538
 (2A) NAME AND MAILING ADDRESS OF COMPANY

BRANTLEY PARK, LLC
 149 DURWOOD ROAD
 KNOXVILLE, TN 37922-3219

(2B.) STATE OR COUNTRY OF FORMATION
 TENNESSEE

(2C.) ADD OR CHANGE MAILING ADDRESS:
 10433 Hickory Path Way
 Knoxville, TN 37922-3296

(3) A. PRINCIPAL ADDRESS INCLUDING CITY, STATE, ZIP CODE
 149 DURWOOD ROAD, KNOXVILLE, TN 37922-3219
 B. CHANGE OF PRINCIPAL ADDRESS:
10433 Hickory Path Way KNOXVILLE TN 37922-3296
 STREET CITY STATE ZIP CODE + 4

(4) This LLC is BOARD MANAGED DIRECTOR MANAGED MEMBER MANAGED (check one box)
 If board, director, or manager managed, provide the names and business addresses, including zip codes, of the governors, directors, or managers (or their equivalent), respectively. Attach an additional sheet if necessary.

NAME	BUSINESS ADDRESS	CITY, STATE, ZIP CODE + 4
J. Dale Akins, Jr.	10433 Hickory Path Way	Knoxville TN 37922-3296
Deward Coleman	10433 Hickory Path Way	Knoxville TN 37922-3296

(5) Provide the names and business addresses, including zip codes, of the LLC managers (if governed by the LLC Act), or any officers (if governed by the Revised LLC Act), (or their equivalent), respectively. Attach an additional sheet if necessary.

NAME	BUSINESS ADDRESS	CITY, STATE, ZIP CODE + 4
J. Dale Akins, Jr.	10433 Hickory Path Way	Knoxville, TN 37922-3296
Deward Coleman	10433 Hickory Path Way	Knoxville, TN 37922-3296

(6) A. NAME OF REGISTERED AGENT AS APPEARS ON SECRETARY OF STATE RECORDS:
 J. DALE AKINS, JR.
 B. REGISTERED ADDRESS AS APPEARS ON SECRETARY OF STATE RECORDS:
 149 DURWOOD ROAD, KNOXVILLE, TN 37922-3219
 C. INDICATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND/OR REGISTERED OFFICE.

(1.) CHANGE OF REGISTERED AGENT:
 (1.) CHANGE OF REGISTERED OFFICE (Street Address): 10433 Hickory Path Way
 (City) KNOXVILLE (State) TN (Zip Code +4) 37922-3296 (County) KNOX

RECEIVED
 STATE OF TENNESSEE
 2006 MAR 17 AM 8
 RILEY DARNELL
 SECRETARY OF STATE

(7) Number of members on the date the annual report is executed if there are more than six (6) members: _____
 This LLC is prohibited from engaging in business in Tennessee (check box if applicable).

(8) SIGNATURE _____ (9) DATE 3-10-06

(10) TYPEPRINT NAME OF SIGNER J. Dale Akins, Jr. (11) TITLE OF SIGNER Chief Manager

*** THIS REPORT MUST BE DATED AND SIGNED ***



5722.1537

ATTACHMENT "A"

SYMBOL LEGEND

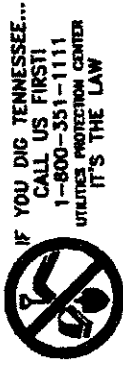
- IRON PIN FOUND
- IRON PIN SET
- ⊙ WATER METER
- ⊕ WATER VALVE
- ⊖ FIRE HYDRANT
- ⊗ GAS VALVE
- ⊘ MANHOLE
- ⊙ UTILITY POLE
- ⊙ LIGHT POLE
- ⊙ CABLE TV
- ⊙ ELECTRIC BOX
- ⊙ TELEPHONE BOX
- ⊙ FENCE LINE
- S— SANITARY SEWER
- ST— STORM SEWER
- OH— OVER-HEAD UTILITIES
- W— WATER LINE

SITUATED in the Ninth (9th) Civil District of Blount County, Tennessee, and being within the Sixth (6th) Ward of the City of Maryville, Tennessee and being a portion of the Common Area of Brantley Park Subdivision and being more particularly bounded and described as follows:

BEGINNING at an iron rod set in the eastern right-of-way of Brantley Park Boulevard, said point being located N 20'00" E, 385.03' from the centerline intersection of Brown School Road and Brantley Park Boulevard; Thence, with said right-of-way and a tangential curve turning to the left having an arc length of 25.03', a radius of 360.00' and chord bearing and distance of N 12'17" W, 25.02' to an iron rod found; Thence, N 75'17" E, 40.84' to an iron rod found; Thence, S 14'50' E, 25.00' to an iron rod set; Thence, S 75'17" W, 41.95' to the POINT OF BEGINNING, Containing 1,031 S.F. According to the survey by Abbott Land Surveying LLC, Steven W. Abbott Jr, RLS 2029. All bearings in this description are referenced to Tennessee Grid (NAD83).

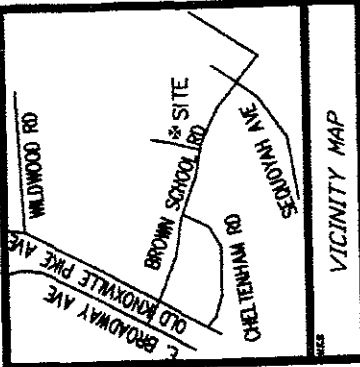
BEING Part of the same property conveyed to Brantley Park LLC by deed dated September 9th, 2004 of record in Deed Book 2025, Page 2189 as shown in the Blount County Register's Office.

BST JOB NO. 78K62006N
 RWID. TN009E650925
 WIRE CENTER MARYVILLE



60

L25.03'
 R360.00'
 T12.52'
 CH25.02'
 BRGN 12'17' W



S 14'50' E
 25.00'
 BELLSOUTH
 1,031 SQ. FT.

BRANTLEY PARK BLVD
 60' R/W
 CENTERLINE OF ROAD

10' U & D
 5' U&D
 5' U&D
 10' U & D
 UGE
 UGE
 UGE
 N 20'00' E 385.03' FROM PI
 OF BROWN SCHOOL RD
 CONC. S/W
 FACE OF CURB

N: 531,291.752 usft
 E: 2,579,343.058 usft
 Lat: 35°46'30.89758"
 Long: 83°56'26.15775"
 N: 161,938.0499 m
 E: 786,185.3365 m



NOTES:

1. NO TITLE REPORT WAS FURNISHED TO THIS SURVEYOR AND OTHER EASEMENTS AND/OR EXCEPTIONS NOT APPARENT IN THE FIELD MAY OR MAY NOT EXIST AND MAY BE REVEALED BY A TITLE SEARCH BY A TITLE ATTORNEY.
 2. SIGNIFICANT OBSERVABLE EVIDENCE OF UTILITIES IS SHOWN. OTHER UTILITIES MAY EXIST AND MAY NOT BE SHOWN. NO GUARANTEE IS EXPRESSED OR IMPLIED AS TO THE LOCATION OF ANY UTILITIES WHICH ARE NOT VISIBLE FROM THE SURFACE.
 3. NO CERTIFICATION IS MADE REGARDING ZONING CONFORMANCE.
- THIS IS TO CERTIFY THAT THE DESCRIBED PROPERTY IS NOT LOCATED IN A SPECIAL FLOOD HAZARD AREA AS SHOWN ON THE NATIONAL FLOOD INSURANCE PROGRAM FLOOD INSURANCE RATE MAP.
- I HEREBY CERTIFY THAT THIS IS A CATEGORY I SURVEY CONTAINING LESS THAN ONE ACRE AND THAT THE ALLOWABLE ERROR DOES NOT EXCEED 1/10 OF A FOOT OF POSITION ACCURACY AT ANY CORNER.

FILE# 85107

EASEMENT FOR Copyright © 2007

BELL SOUTH
BRANTLEY PARK LLC
 COMMON AREA OF BRANTLEY PARK PHASE I
 CLT. MAP 047-D, GROUP "C" PART OF PARCEL 001.00

COUNTY: BLOUNT DATE: 03/29/07
 DISTRICT: 9th SCALE: 1" = 20'
 CITY: MARYVILLE DEED REF: DB 2025, PG 2189
 BLOCK: PLAT REF: 2351A
 WARD: 6th DRAWN BY: SWA

ABBOTT LAND SURVEYING LLC
 1109 E Woodshire Drive Knoxville, Tennessee 37922
 OFFICE: (865) 671-1149 FAX: (865) 671-1148
 EMAIL: survmap@tds.net