

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 06/17/05  
REQUEST NUMBER: 5486-1483  
TELEPHONE CONTACT: (615) 744-2286  
FILE DATE/TIME: 06/17/05 1235  
EFFECTIVE DATE/TIME: 06/17/05 1235  
CONTROL NUMBER: 0496261

TO:  
MILLER & MARTIN PLLC  
832 GEORGIA AVE  
VOLUNTEER BLDG. \$1000  
CHATTANOOGA, TN 37402

RE:  
VICTORIAN PROPERTIES, LLC  
ARTICLES OF ORGANIZATION  
LIMITED LIABILITY COMPANY

Instrument: 2005062300307  
Book and Page: GI 7576 641  
Charter Fee  
Data Processing F  
Total Fees:  
User: TFRJUDENBERG  
Date: 23-JUN-2005  
Time: 04:09:13 P  
Contact: Pam Hurst, Register  
Hamilton County Tennessee

\$5.00  
\$2.00  
\$7.00

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY COMPANY IN THE STATE OF TENNESSEE WHICH IS EFFECTIVE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF ORGANIZATION  
LIMITED LIABILITY COMPANY

ON DATE: 06/17/05

FROM:  
MILLER & MARTIN PLLC (832 GEORGIA AVE)  
1000 VOLUNTEER BLDG.  
832 GEORGIA AVENUE  
CHATTANOOGA, TN 37402-0000

RECEIVED: \$300.00 FEES \$0.00  
TOTAL PAYMENT RECEIVED: \$300.00  
RECEIPT NUMBER: 00003761449  
ACCOUNT NUMBER: 00000307



SS-445H

RILEY C. DARNELL  
SECRETARY OF STATE

*Riley C. Darnell*

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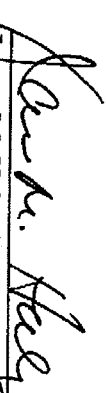
11 13 2005 11 13 2005

ARTICLES OF ORGANIZATION  
FOR  
VICTORIAN PROPERTIES, LLC

**FILED**

In accordance with the provisions of Section 48-205-101 of the Tennessee Code Annotated, the undersigned organizer files the following Articles of Organization for the purpose of forming a limited liability company.

1. Name. The name of the limited liability company is **Victorian Properties, LLC.**
2. Registered Office Address. The street address of the initial registered office of the limited liability company is Suite 1000, Volunteer Building, 832 Georgia Avenue, Chattanooga, Hamilton County, Tennessee 37402, and its initial registered agent at such office is James M. Haley IV.
3. Organizer. The name and address of the organizer of the limited liability company are James M. Haley IV, Suite 1000, Volunteer Building, 832 Georgia Avenue, Chattanooga, Tennessee 37402.
4. Management. The limited liability company will be member-managed.
5. Members. At the date of its formation, the limited liability company has one (1) member.
6. Principal Office Address. The street address of the principal executive office of the limited liability company is Suite 1000, Volunteer Building, 832 Georgia Avenue, Chattanooga, Hamilton County, Tennessee 37402.
7. Expulsion of Members. The limited liability company shall not have the power to expel a member.
8. Duration. The period of duration for the limited liability company shall be for an unlimited period of time until dissolved and liquidated in accordance with the Operating Agreement.
9. Dissolution. Except as otherwise provided in the Operating Agreement, the occurrence of an event described in Section 48-245-101(a)(5) of the Tennessee Code Annotated shall not constitute an event of dissolution.
10. No Preemptive Rights. No member shall have any preemptive rights with respect to any contribution agreement or contribution allowance agreement.

  
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 James M. Haley IV, Organizer  
 Date: June 16, 2005