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ATTORNEYS AT LAW

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DAVID B. FRANZEN  
DONALD D. LONG  
MICHAEL E. DERDEYN  
HEATHER HORMEL MILLER

September 27, 2007

**VIA REGULAR MAIL**

The Honorable Joel H. Peck, Clerk  
Virginia State Corporation Commission  
Post Office Box 1197  
Richmond, VA 23218-1197

070928 4161-AM

CLERK'S OFFICE  
2007 SEP 28 AM 1:50

**Re: Level Best Construction, LLC—a new limited liability company**

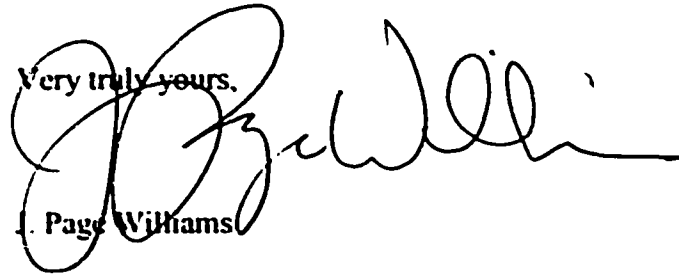
Dear Mr. Peck:

Enclosed herewith are Articles of Organization for the referenced new limited liability company, along with our firm's check in the amount of \$100.00 payable to the Clerk of the State Corporation Commission.

Kindly admit the Articles to record as soon as possible and forward your certificate evidencing recordation to the undersigned.

Thank you in advance for your assistance in connection with this matter.

Very truly yours,



J. Page Williams

Enclosures

cc: William L. Houchens (w/ encl.)

S:\JPW Transcriptions\TG Level Best Construction, LLC -SCC encl Articles for doc

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w/ l/ w/  
mlc

9236884



THEODORE V. MORRISON, JR.  
CHAIRMAN

MARK C. CHRISTIE  
COMMISSIONER

JUDITH WILLIAMS JAGDMANN  
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK  
CLERK OF THE COMMISSION  
P.O. BOX 1197  
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION  
Office of the Clerk

October 2, 2007

J PAGE WILLIAMS  
530 EAST MAIN ST  
PO BOX 2057  
CHARLOTTESVILLE, VA 22902

RE: LEVEL BEST CONSTRUCTION, LLC  
ID: S236886 - 0  
DCN: 07-09-28-4161

Dear Customer:

This is your receipt for \$100.00 to cover the fee(s) for filing articles of organization for a limited liability company with this office.

The effective date of the certificate of organization is October 2, 2007.

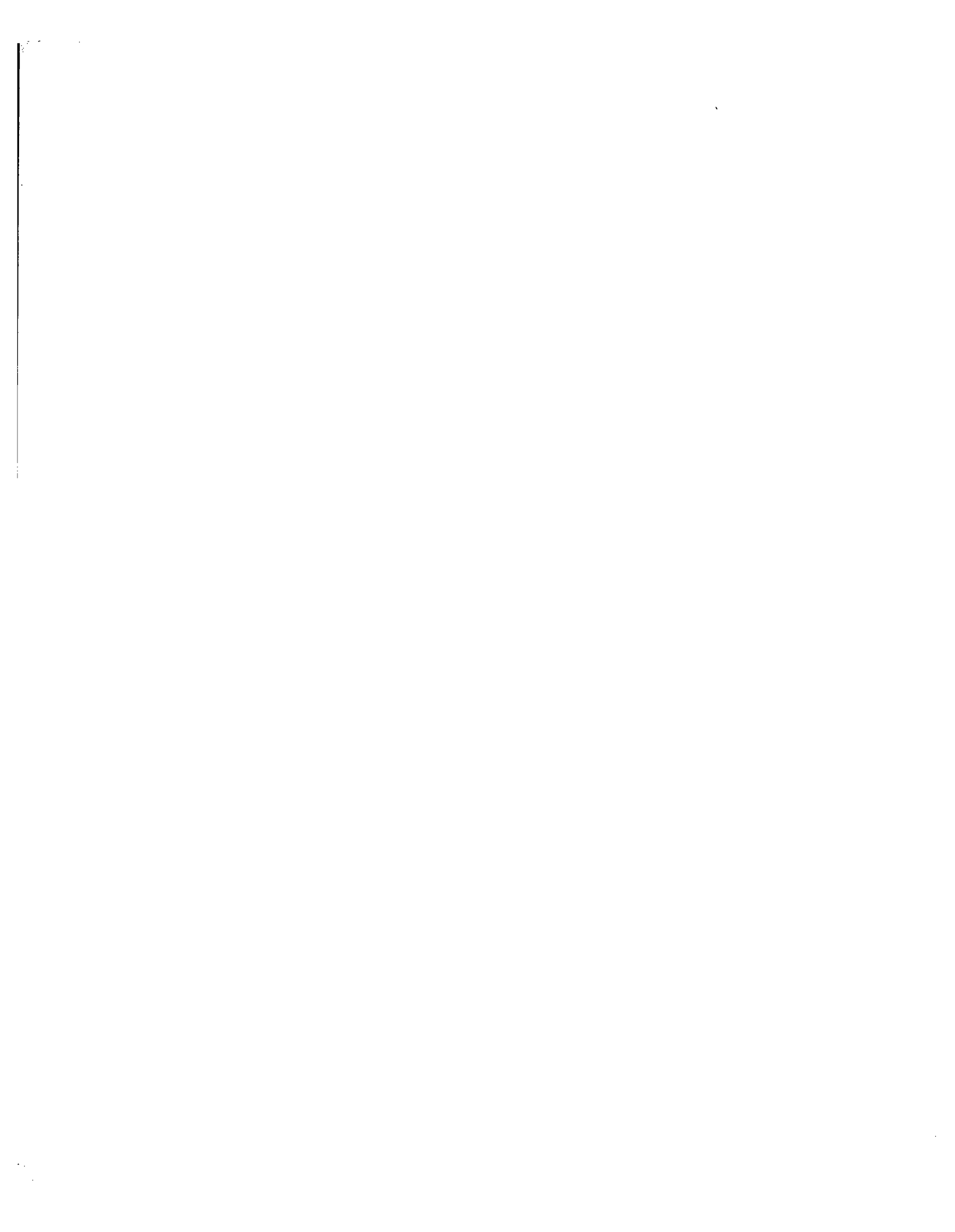
Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

A handwritten signature in black ink that reads "Joel H. Peck". The signature is written in a cursive style with a large initial 'J'.

Joel H. Peck  
Clerk of the Commission

RECEIPTLC  
LLNCD  
CIS0339



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**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, OCTOBER 2, 2007

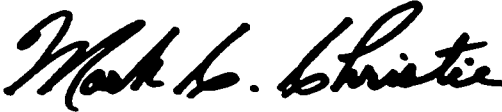
The State Corporation Commission has found the accompanying articles submitted on behalf of  
**LEVEL BEST CONSTRUCTION, LLC**

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it  
is **ORDERED** that this

**CERTIFICATE OF ORGANIZATION**

be issued and admitted to record with the articles of organization in the Office of the Clerk of the  
Commission, effective October 2, 2007.

STATE CORPORATION COMMISSION

By 

Commissioner

DLLCACPT  
CIS0339  
07-09-28-4161



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**ARTICLES OF ORGANIZATION  
OF  
LEVEL BEST CONSTRUCTION, LLC**

The undersigned Organizer does hereby form a limited liability company (the "LLC") under the Virginia Limited Liability Company Act (the "Act"), Title 13.1, Chapter 12, of the Code of Virginia (1950), as amended, and hereby declares and establishes the following as the Articles of Organization of such LLC:

**ARTICLE I.**

Name

The name of the limited liability company (herein referred to as the "LLC") shall be: **LEVEL BEST CONSTRUCTION, LLC.**

**ARTICLE II.**

Period of Duration

The LLC shall have a perpetual existence, unless sooner dissolved according to law or by its Members in accordance with the Operating Agreement (as defined below).

**ARTICLE III.**

Registered Office and Agent; Principal Office

The address of the initial registered office of the LLC is 530 East Main Street, Charlottesville, VA 22902 which is located within the jurisdictional limits of the City of Charlottesville. The initial registered agent of the LLC is J. Page Williams, a resident of Virginia and a member of the Virginia State Bar, whose business office is the same as the registered office of the LLC.

The post office address of the principal office of the LLC is 1712 Solomon Road, Charlottesville, Virginia 22901.

**ARTICLE IV.**

Membership Interests and Rights

The nature of each Member's membership interest in the LLC shall be set forth in a written Operating Agreement, which shall, among other things, specify the voting rights, rights to income distributions, and rights upon liquidation with respect to each Member of the LLC.

**ARTICLE V.**

Manager-Managed Company

The LLC shall be a "manager-managed limited liability company" within the meaning of the Act, and no Member of the LLC, solely by reason of such Member's membership in the





LLC, shall be considered or relied upon to be an agent of the LLC for the purpose of binding the LLC with respect to any transaction or other obligation whatsoever. The LLC may have one or more Managers from time to time, who shall be elected by the Members and serve in accordance with the duties and authority of a Manager, all as set forth in the Operating Agreement.

**ARTICLE VI.**  
**Operating Agreement**

The manner in which the LLC conducts its business and affairs, the duties and authority of its Manager(s), and the rights and obligations of its Members, to the extent not expressly required by and provided for in the Act or these Articles of Organization, shall be set forth in an Operating Agreement (the "Operating Agreement") initially adopted by the unanimous consent of the Members of the LLC. The Operating Agreement may from time to time be amended as provided therein

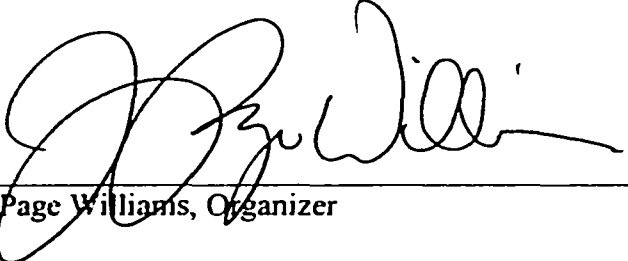
**ARTICLE VII.**  
**Limitation of Liability**

In any proceeding brought by or in the right of the LLC or brought by or on behalf of its members, no Manager or Member shall be liable to the LLC or its Members for any monetary damages with respect to any transaction, occurrence, course of conduct, or otherwise, except for: (1) liability resulting from such Manager's or Member's having engaged in willful misconduct or a knowing violation of the criminal law, and (2) any financial obligations expressly created by the terms of written agreements entered into by a Manager and/or Member with the LLC including but not limited to the Operating Agreement.

**ARTICLE VIII.**  
**Amendments**

These Articles of Organization may be altered, amended, restated, or repealed and/or new Articles of Organization (superseding these Articles of Organization) may be adopted by the Members owning at least two-thirds of the Membership Interests in the LLC at a regular or special meeting upon due notice of the proposed alteration, amendment, restatement, replacement or repeal as provided in the Operating Agreement.

DATED this 27th day of September, 2007.

  
\_\_\_\_\_  
J. Page Williams, Organizer

