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# HIRSCHLER FLEISCHER

A PROFESSIONAL CORPORATION

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October 22, 2003

HAND DELIVER TO:

State Corporation Commission  
Clerk's Office  
1300 East Main Street, 1<sup>st</sup> Floor  
Richmond, Virginia 23219

Re: Whispering Winds, LLC

570  
031022 4103

Dear Sir or Madam:

Enclosed for filing are the Articles of Organization for the above-referenced limited liability company and a check in the amount of \$100.00 in payment of the required filing fees. I would appreciate your telephoning me when the Certificate is available so I can make arrangements to have it picked up.

If you have any questions, please call me.

Yours truly,

Lindia L. Brown  
Legal Assistant

Enclosures

\$100

#525870 v1 025623.01760

YLM  
10/23/03

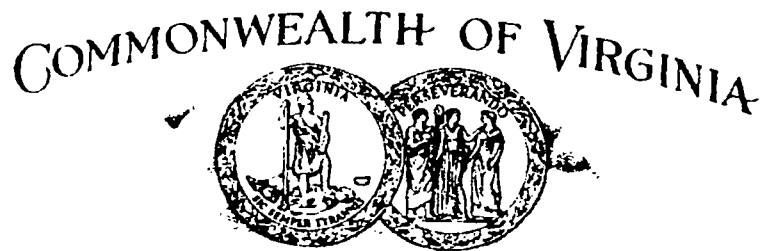
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HULLIHEN WILLIAMS MOORE  
CHAIRMAN

CLINTON MILLER  
COMMISSIONER

THEODORE V. MORRISON, JR.  
COMMISSIONER



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

STATE CORPORATION COMMISSION  
Office of the Clerk

October 27, 2003

LINDIA L BROWN  
HIRSCHLER FLEISCHER  
CALL LINDIA BROWN FOR PICK UP  
804-771-5604  
\*

RE: Whispering Winds, LLC  
ID: S107447 - 7  
DCN: 03-10-22-4103

Dear Customer:

This is your receipt for \$100.00, to cover the fees for filing articles of organization for a limited liability company with this office.

The effective date of the filing is October 27, 2003.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

A handwritten signature in black ink that reads 'Joel H. Peck'.

Joel H. Peck  
Clerk of the Commission

DLLCRCPT  
LLNCD  
CIS0431



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

October 27, 2003

The State Corporation Commission has found the accompanying articles submitted on behalf of  
**Whispering Winds, 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 October 27, 2003.

STATE CORPORATION COMMISSION

By



Commissioner

DLLCACPT  
CIS0431  
03-10-22-4103



\_\_\_\_\_

ARTICLES OF ORGANIZATION  
OF  
WHISPERING WINDS, LLC

The undersigned, desiring to form a limited liability company under the provisions of the Virginia Limited Liability Company Act, Chapter 12 of Title 13.1 of the Code of Virginia of 1950, as amended (the "Act"), hereby sets forth the following:

Article I. **Name.** The name of the Limited Liability Company is Whispering Winds, LLC (the "Company").

Article II. **Registered Office and Agent.** The post office address of the initial registered office of the Company is located within the City of Richmond at 701 East Byrd Street, Richmond, Virginia 23219. The initial registered agent is Michael H. Terry, whose business address is the same as the post office address of the initial registered office, who is a resident of Virginia and a member of the Virginia State Bar.

Article III. **Principal Office.** The principal office of the Company is located at 11333 Beaver Castle Road, Hopewell, Virginia 23860.

Article IV. **Duration.** The Company shall have a perpetual duration until dissolved or terminated in accordance with the Act.

Article V. **Indemnification.** The Company shall indemnify its managers and members (including advancing and reimbursing expenses and obtaining insurance), whether such managers or members are serving the Company or, at its request, any other entity, to the extent and under the procedures permitted by the Act and all other applicable laws of the Commonwealth of Virginia now or hereafter in force. The Company may indemnify its other employees and agents (including advancing and reimbursing expenses and obtaining insurance) to the extent and under the procedures authorized by the managers of the Company and provided by law. The foregoing shall not be construed to create rights of indemnification other than those expressly provided by law, and all procedures required by law to be complied with as a condition to such indemnification rights shall be complied with in full. The managers of the Company may take such action as is necessary to carry out these indemnification provisions and are expressly empowered to adopt, approve and amend from time to time such resolutions or contracts implementing such provisions as may be permitted by law.

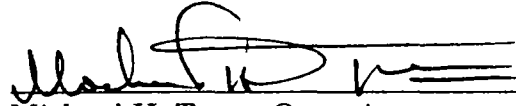
Article VI. **Manager-Managed Company.** The Company shall be a "manager-managed limited liability company" within the meaning of the Act, and no member of the Company, solely by reason of such member's membership in the Company, shall be considered or relied upon to be an agent of the Company for the





purpose of binding the Company with respect to any transaction or other obligation whatsoever.

Dated: October 21, 2003



Michael H. Terry, Organizer

#525858 v1 025623 01760

