

This Instrument Prepared By:
Jim G. McLaughlin
Dominick, Fletcher, Yeilding,
Wood, & Lloyd, P.A.
2121 Highland Avenue
Birmingham, Alabama 35205

Inst # 1998-19096

STATE OF ALABAMA)
:
SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
CAMDEN COVE, LLC**

The undersigned, acting as the organizers of a limited liability company under the Alabama Limited Liability Company Act, Code of Alabama, Title 10, Chapter 12 (1975), as the same may be amended from time to time, hereby adopt the following Articles of Organization for Camden Cove, LLC (the "limited liability company"):

**ARTICLE ONE
NAME**

The name of the limited liability company is Camden Cove, LLC.

**ARTICLE TWO
PERIOD OF DURATION**

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company's operating agreement, or, if there is no provision in an operating agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Limited Liability Company Act.

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ARTICLE THREE PURPOSE

The business of the company shall be, to the extent permitted by law, (1) to engage in the business of owning, buying, selling, leasing, developing and improving real property; (2) to have and exercise all powers set forth in Code of Alabama, Section 10-12-4 (1975), as the same may be amended from time to time; and (3) to engage in any lawful business or other activity, whether or not related or incidental to any of the foregoing activities.

ARTICLE FOUR INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of the initial registered office is 100 Hinds Street, Pelham, Alabama 35124 and the name of the initial registered agent of the limited liability company at such address is Thomas A. Davis.

ARTICLE FIVE INITIAL MEMBERS

The names and mailing addresses of the initial members of the limited liability company are:

<u>NAME</u>	<u>ADDRESS</u>
Builders Group, Inc.	100 Hinds Street Pelham, Alabama 35124
Tucker Investments of Alabama, Inc.	2086 Valleydale Terrace Birmingham, Alabama 35244

ARTICLE SIX ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the terms of the limited liability company's operating agreement, if any. If the limited liability company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

ARTICLE SEVEN CONTINUATION OF THE BUSINESS

In the event there are no remaining members, the limited liability company shall be dissolved and its affairs shall be wound up unless:

(a) the holders of a majority in interest of the financial rights in the limited liability company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the limited liability company and to appoint one or more new members; or

(b) The legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in an operating agreement of the limited liability company.

For the purpose of this Article, a majority in interest of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, exceed fifty percent (50%) of the capital interests and fifty percent (50%) of the profits interests of the remaining financial rights owners.

ARTICLE EIGHT MANAGEMENT

The management of the Company is vested in managers. The name and address of the initial manager of the Company is as follows: Tucker Investments of Alabama, Inc., 2086 Valleydale Terrace, Birmingham, Alabama 35244. The initial manager shall serve until its successors are elected and shall qualify. Subject to any provisions in an operating agreement of the Company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the manager shall have the right and authority to manage the business or affairs of the Company and to make all decisions with respect thereto.

ARTICLE NINE AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only by the unanimous vote or written consent of the members of the limited liability company.

ARTICLE TEN
INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT

The provisions of the limited liability company's operating agreement, if any, are incorporated herein by reference as though fully set forth herein.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization as the initial members, all as of the 26th day of May, 1998, and affirm that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.

Builders Group, Inc.

By: *John Davis*
Its: President

Tucker Investments of Alabama, Inc.

By: *Daniel Tucker*
Its: President

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