

STATE OF ALABAMA)
COUNTY OF SHELBY)

DISSOLUTION OF WINDY HILL PARTNERS, LTD.

This Dissolution of Windy Hill Partners, Ltd., an Alabama limited partnership, is made as of the 31st day of July, 2000.

WHEREAS, Windy Hill Partners, Ltd., an Alabama limited partnership (the "Partnership"), was formed on July 23, 1993; and

WHEREAS, the Articles of Partnership for Windy Hill Partners, Ltd. ("Articles") were filed for record in Instrument #1993-21946 in the Office of the Judge of Probate of Shelby County, Alabama on July 26, 1993; and

WHEREAS, Article IV of the Articles provides that the Partnership may be terminated by written agreement of the Partners owning sixty per cent (60%) of the Partnership Interests; and

WHEREAS, the undersigned BHIC Commercial Ventures, Ltd., Windy Hill Corporation and Windy Hill Investments, Ltd., Partners who own Partnership Interests of 42%, 27% and 18%, respectively, have agreed that the Partnership is to be dissolved and evidence of the dissolution filed for record; and

WHEREAS, the principal asset owned by the Partnership is an apartment complex known as Magnolia Lake Apartments (the "Apartment Complex"), located in Cobb County, Georgia, with its only long-term obligation of the Partnership being a loan from General Electric Capital Corporation, secured by a Deed to Secure Debt covering the Apartment Complex; and

WHEREAS, in liquidating the assets of the Partnership the Partnership will distribute title to the Apartment Complex to the Partners as tenants in common, in the same ratio to the whole as their respective Partnership Interests, subject to the Deed to Secure Debt held by General Electric Capital Corporation.

10/05/2000-35029
09:21 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

002 HNB 14.00

Inst # 2000-35029

NOW, THEREFORE, pursuant to the authority contained in Article IV of the Articles,
the Partnership is declared dissolved, effective as of July 31, 2000.

Contemporaneous with the execution of this Dissolution, the Partnership will distribute
title to the Apartment Complex to the Partners in the same ratio to the whole as their
respective Partnership Interests, subject to the Deed to Secure Debt held by General Electric
Capital Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Dissolution ^{as of} ~~on this~~ the
31ST day of ^{July} ~~August~~, 2000.

Donna Allison
Witness

Carmen Loforth
Witness

Anne Marshall
Witness

BHIC Commercial Ventures, Ltd.

By: BHC Commercial Ventures, Inc.
as its General Partner

By: James O. Rein
James O. Rein
as its Vice President

Windy Hill Corporation
as its General Partner

By: Ingram D. Tynes
Ingram D. Tynes
as its President

Windy Hill Investments, Ltd.

By: Mulkey Development & Investment
Corp., as its General Partner

By: Philip P. Mulkey
Philip P. Mulkey
as its President

This instrument prepared by
James J. Odom, Jr.
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