

STATE OF ALABAMA                    )  
  
COUNTY OF SHELBY                 )

**ARTICLES OF ORGANIZATION  
OF  
CALI MHP INVESTMENTS, LLC**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby files the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

**ARTICLE I**

The name of the limited liability company is Cali MHP Investments, LLC (the "Company").

**ARTICLE II**

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama until the first to occur of the following:

- (a) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time; or
- (b) Upon the written unanimous consent of all the members of the Company.

**ARTICLE III**

The purposes for which the Company is organized are as follows:

- (a) To engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
- (b) To acquire, own or otherwise dispose of membership or other equity ownership interests in limited liability entities and exercise all rights incident thereto.
- (c) To acquire, own, maintain, develop, improve, sell, lease or otherwise dispose of real estate.

(d) To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the Company;

(e) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company; and

(f) To do any other acts and things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the company, subject to the terms and conditions of this Operating Agreement.

#### **ARTICLE IV**

The location and mailing address of the initial registered office of the company shall be 905 Tall Pines Lane, Birmingham, Alabama 35244. The initial registered agent for service of process at the foregoing address shall be Damon Reed.

#### **ARTICLE V**

The name and mailing address of the sole member of the company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Amy Reed	905 Tall Pines Lane Birmingham, Alabama 35244

#### **ARTICLE VI**

The sole member of the Company shall have the right to admit additional members to the Company in accordance with applicable provisions of the Operating Agreement of the Company.

#### **ARTICLE VII**

The Company shall dissolve upon the cessation of membership of the last remaining member in accordance with the Operating Agreement of the Company unless (i) the holders of all the financial rights in the Company agree in writing, within 90 days after the date of cessation of membership of the last member, to continue the legal existence and business of the Company and to appoint one or more new members; or (ii) the legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement of the Company.

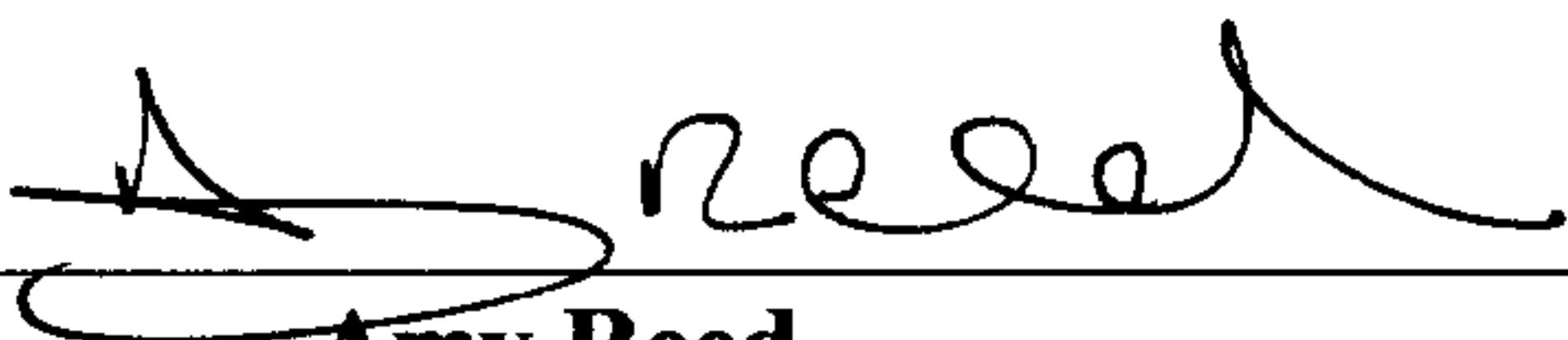
## ARTICLE VIII

The management of the Company shall be vested in a Manager. The initial Manager shall be Damon Reed, whose address is set forth in Article IV above.

## ARTICLE IX

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned, constituting the sole member of the Company, has executed these Articles of Organization this the 18<sup>th</sup> day of August, 2003.

  
\_\_\_\_\_  
Amy Reed

This instrument prepared by:  
Matthew S. Atkins, Esquire  
Bradley Arant Rose & White LLP  
One Federal Place  
1819 Fifth Avenue North  
Birmingham, Alabama 35203