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Shelby Cnty Judge of Probate, AL  
12/02/2005 01:20:01PM FILED/CERT

**ARTICLES OF ORGANIZATION  
OF  
Upton Land Holdings, L.L.C.  
AN ALABAMA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a company pursuant of the laws of the State of Alabama and acting as the organizers of a limited liability company under the Alabama Limited Liability Company Act (the "Act"), hereby adopt the following Articles of Organization for such company.

I

The name of the Company is Upton Land Holdings, Limited Liability Company (LLC).

II

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act.

III

The Company is organized for the purpose of conducting the business of real estate management and development and for any other lawful purpose under the Alabama Limited Liability Company Act or applicable law.

IV

The address of the initial registered office of the Company is 4848 Highway 11, Pelham, Alabama, 35124 and the name of its initial registered agent at such address is William Upton, Jr.

V

The names and addresses of the initial members are as follows:

William Upton, Jr.  
4848 Highway 11  
Pelham, Alabama 35124

Linda Sherrill Upton  
4848 Highway 11  
Pelham, Alabama 35124

VI

The initial members of the Company may admit additional members at such times and upon such terms and conditions as may be mutually agreed by the Company and the additional members.

VII

The legal existence and business of the Company may be continued by the written consent of all the remaining members within ninety (90) days after an event of disassociation of a member.

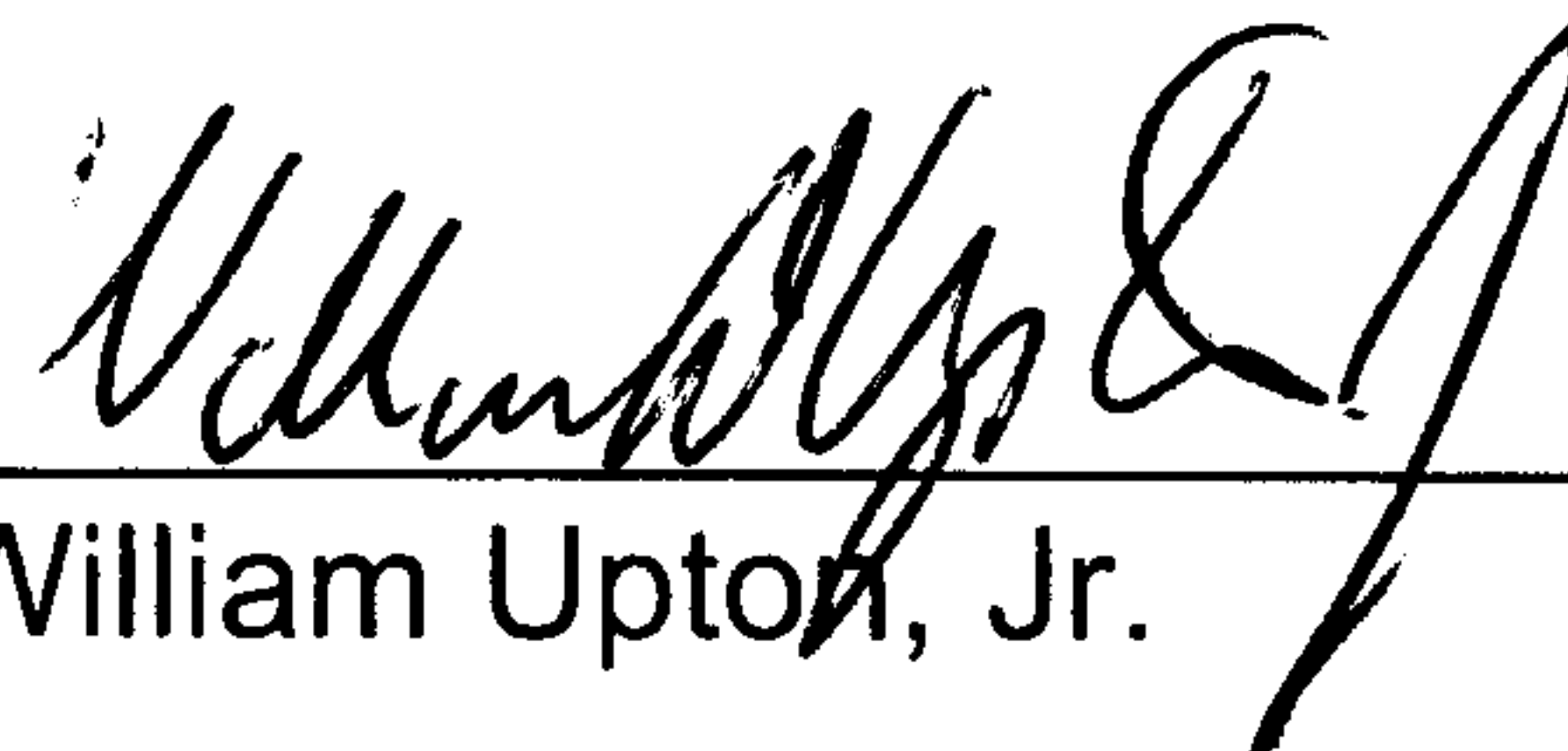
VIII

The Company is to be managed by one or more managers. The names and mailing addresses of the initial managers, who shall serve as managers until the first annual meeting of members of the Company or until their successors are duly elected, are:


William Upton, Jr.  
4848 Highway 11  
Pelham, Alabama 35124

IN WITNESS WHEREOF, we, the undersigned, for the purpose of forming a company under the Alabama Limited Liability Act do make, file and record these Articles of Organization and do certify that the facts herein stated are true and we have, accordingly, hereunto set our respective hands and seals on the date set out below.

DONE THIS THE 1<sup>st</sup> DAY OF DECEMBER, 2005.

  
\_\_\_\_\_  
William Upton, Jr.


STATE OF ALABAMA       )  
                                  :  
JEFFERSON COUNTY )

  
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I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that William Upton, Jr., whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the content of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 1 day of ~~August~~, 2005.

DECEMBER

  
\_\_\_\_\_  
Notary Public  
My commission expires: 5-20-09