


This Instrument Prepared By:

Irene Graves, Attorney at Law
Baker, Donelson, Bearman, Caldwell & Berkowitz
A Professional Corporation
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203


20070612000274290 1/2 \$15.00
Shelby Cnty Judge of Probate, AL
06/12/2007 10:40:33AM FILED/CERT

FIRST AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
CARSON CREST, LLC

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of CODE OF ALABAMA § 10-12-11, the undersigned limited liability company hereby adopts and files this First Amendment to Articles of Organization ("Amendment"):

1. NAME. The name of the limited liability company (the "Company") is:

Carson Crest, LLC

2. ORIGINAL ARTICLES. The Articles of Organization of the Company were filed in the office of the Judge of Probate of Shelby County, Alabama on May 14, 2007 at Instrument No. 20070514000224510.

3. TEXT OF AMENDMENT.

FIRST: Article 5 of the Articles of Organization of the Company is hereby amended by deleting the address of the initial member and substituting the following in lieu thereof:

Centerpoint Apartment Investment Group, LLC
P. O. Box 59674
Birmingham, Alabama 35259

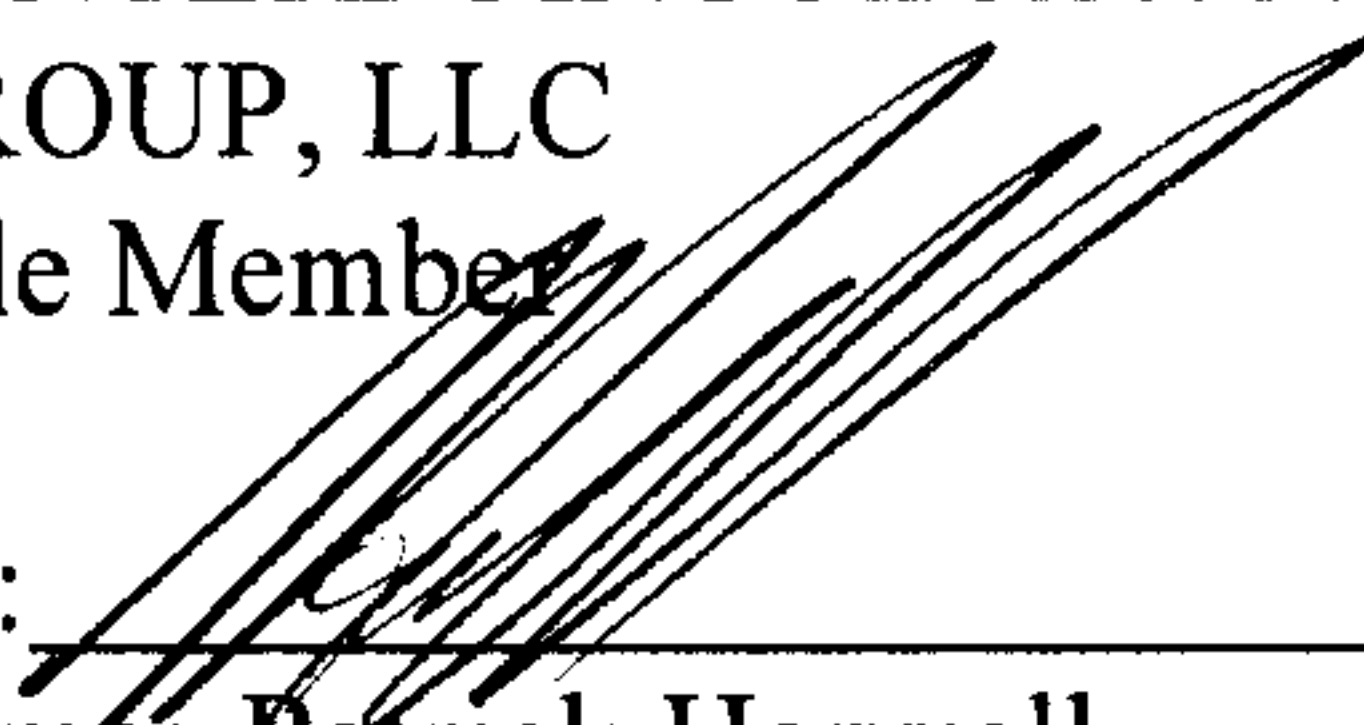

SECOND: Article 9 of the Articles of Organization of the Company is hereby amended by deleting the address of the initial manager and substituting the following in lieu thereof:


Quercus Alba I, LLC
P. O. Box 59674
Birmingham, Alabama 35259

4. EFFECT. Except as amended hereby, the Articles of Organization of the Company are unchanged and remain in full force and effect.

IN WITNESS WHEREOF, the sole member of the Company has executed this Amendment on the 8th day of June, 2007.

CENTERPOINT APARTMENT INVESTMENT
GROUP, LLC
Sole Member

By: 
Name: Patrick Harwell
Title: 


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