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Shelby Cnty Judge of Probate, AL  
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STATE OF ALABAMA )

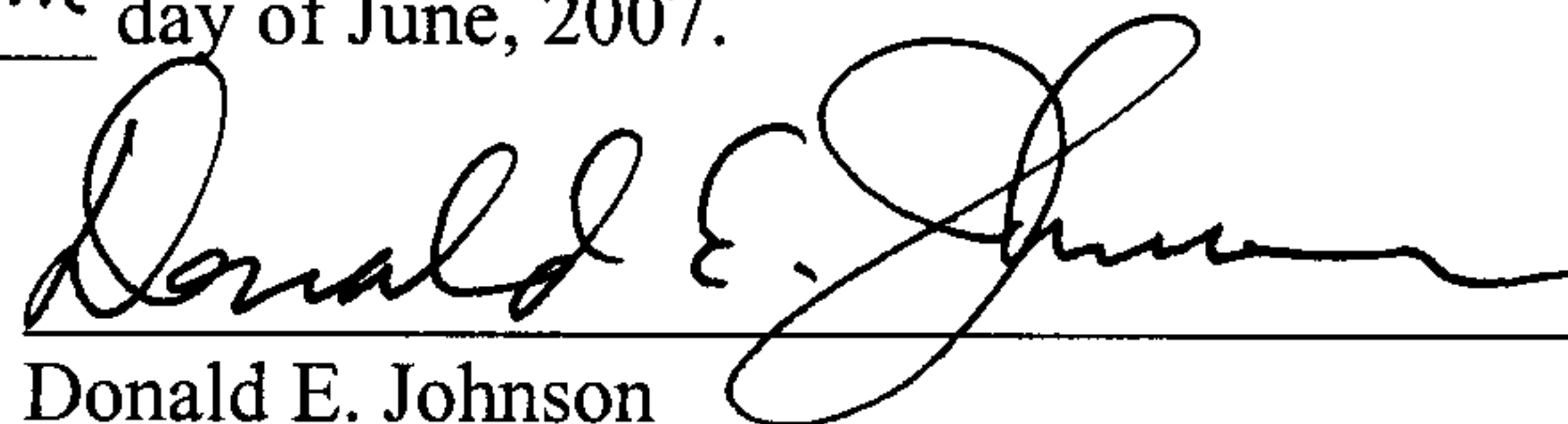
SHELBY COUNTY )

**ARTICLES OF ORGANIZATION  
OF  
EDEN OAKS APARTMENTS II, LLC**

The undersigned organizer, desiring to form a limited liability company pursuant to the laws of the State of Alabama, hereby certifies as follows:

1. The name of the limited liability company is Eden Oaks Apartments II, LLC.
2. The existence of the limited liability company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and its duration shall be perpetual; provided, however, that the limited liability company shall be dissolved (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.
3. The purpose for which this limited liability company is organized is to engage in the transaction of any and all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
4. The location and mailing address of the initial registered office shall be 276 Kings Crest Drive, Pelham, Alabama 35124, and the name of the initial registered agent at said address shall be Mickey Hardy, Jr.
5. The name of the initial member of the limited liability company is Mickey Hardy, Jr., and the address of the initial member is 276 Kings Crest Drive, Pelham, Alabama 35124.
6. The members of the limited liability company shall have the right to admit additional members to the limited liability company, as provided in the Operating Agreement.
7. The limited liability company shall be managed by a manager who shall serve as manager until a successor is elected and qualified. The name of the initial manager is Mickey Hardy, Jr., and the address of the initial manager is 276 Kings Crest Drive, Pelham, Alabama 35124.
8. The name of the organizer of the limited liability company is Donald E. Johnson, and the address of the organizer is 2311 Highland Avenue South, Suite 500, Birmingham, Alabama 35205.

IN WITNESS WHEREOF, the undersigned, an authorized person of the limited liability company, has affixed hand and seal on this 13<sup>th</sup> day of June, 2007.

  
Donald E. Johnson

(ORGANIZER)

This instrument was prepared by:  
Donald E. Johnson  
Sirote & Permutt, P.C.  
P.O. Box 55727  
Birmingham, AL 35255-5727