


This Instrument was Prepared by:
Foster D. Key, Esquire
2163 Highway 31 South, Suite 102
Pelham, Alabama 35124


20091218000463060 1/3 \$80.00
Shelby Cnty Judge of Probate, AL
12/18/2009 12:00:10 PM FILED/CERT

**STATE OF ALABAMA
COUNTY OF SHELBY**

**ARTICLES OF ORGANIZATION
OF
SANDCLIFFS PARTNERS, LLC**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 17 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file 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 **SANDCLIFFS PARTNERS, LLC** (the "Company").

ARTICLE II

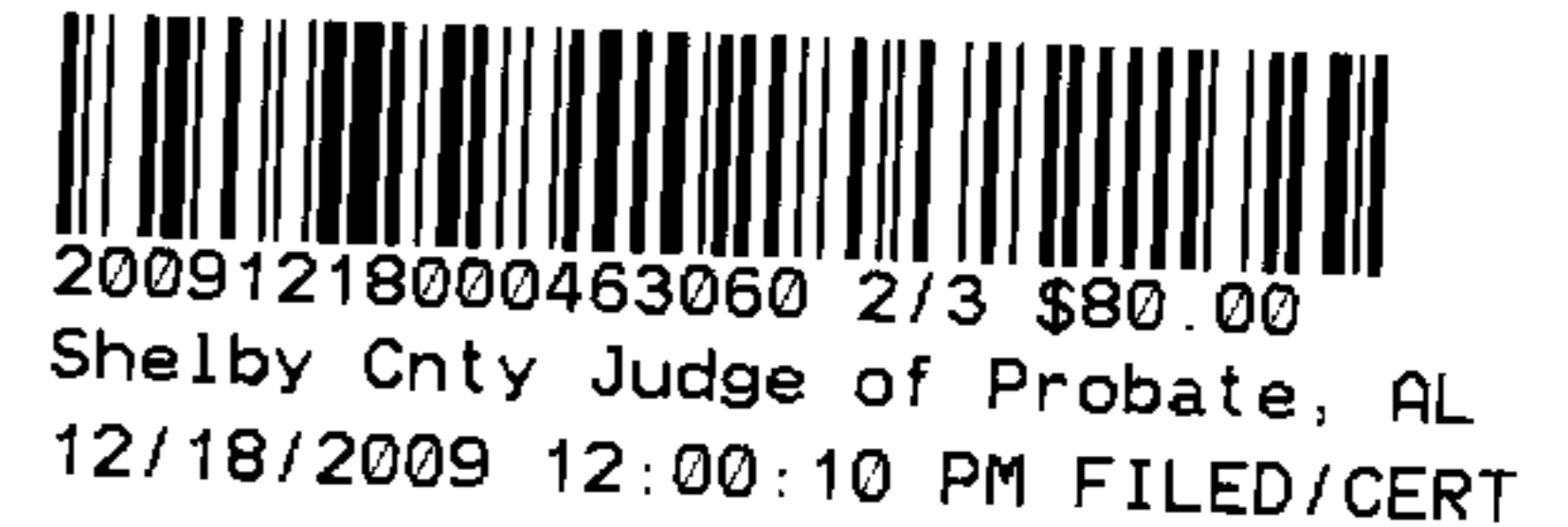
The period of duration of the Company is perpetual and shall continue until the first to occur of the following:

- (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.
- (c) Events specified in the articles or operating agreement.

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 engage in all forms of real estate transactions.



(c) 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;

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

(e) 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 **400 Castlebridge Circle, Birmingham, Alabama 35242**. The initial registered agent for service of process at the foregoing address shall be **Karen I. Byers**.

ARTICLE V

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

NAME	MAILING ADDRESS
Karen I. Byers	4233 Old Brook Trail, Birmingham, Alabama 35243
Kelly W. Byers	400 Castlebridge Circle, Birmingham, Alabama 35242

ARTICLE VI

The members of the Company shall have the right to admit additional members to the Company upon the unanimous consent of all of the members of the Company.

ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted; and (ii) the legal existence and



business of the Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event of dissociation.

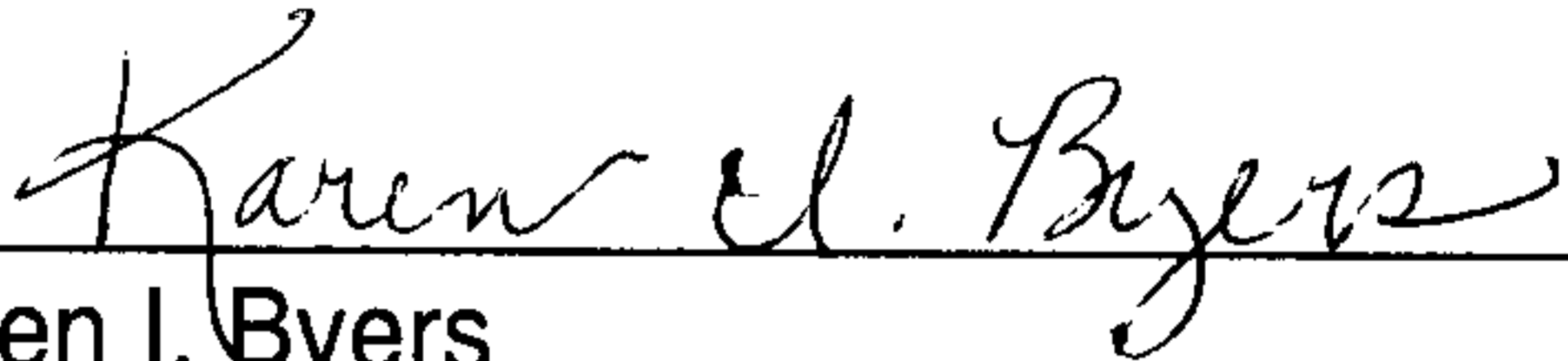
ARTICLE VIII

The Company shall be managed by its members.

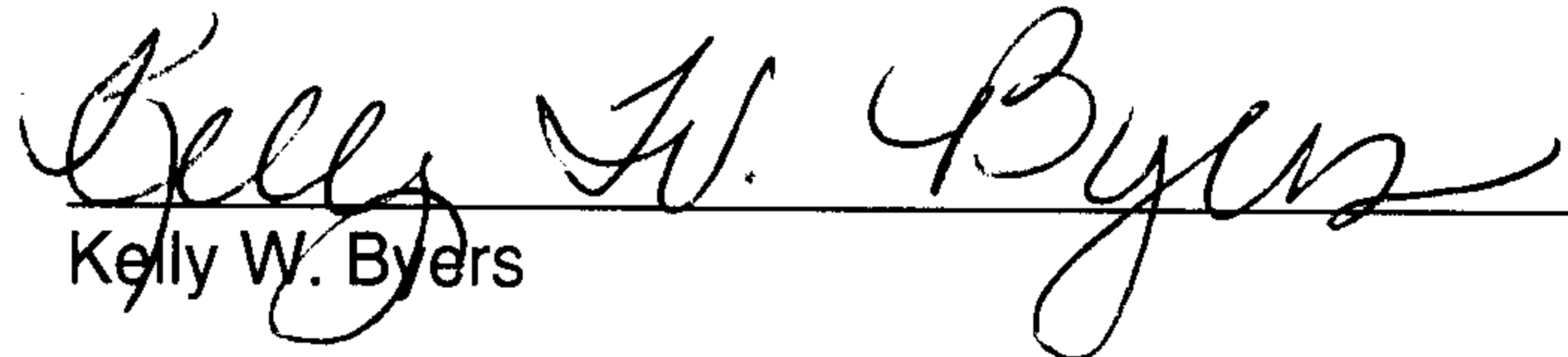
ARTICLE IX

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 all the members of the Company, have executed these Articles of Organization this the 17th day of December, 2009.



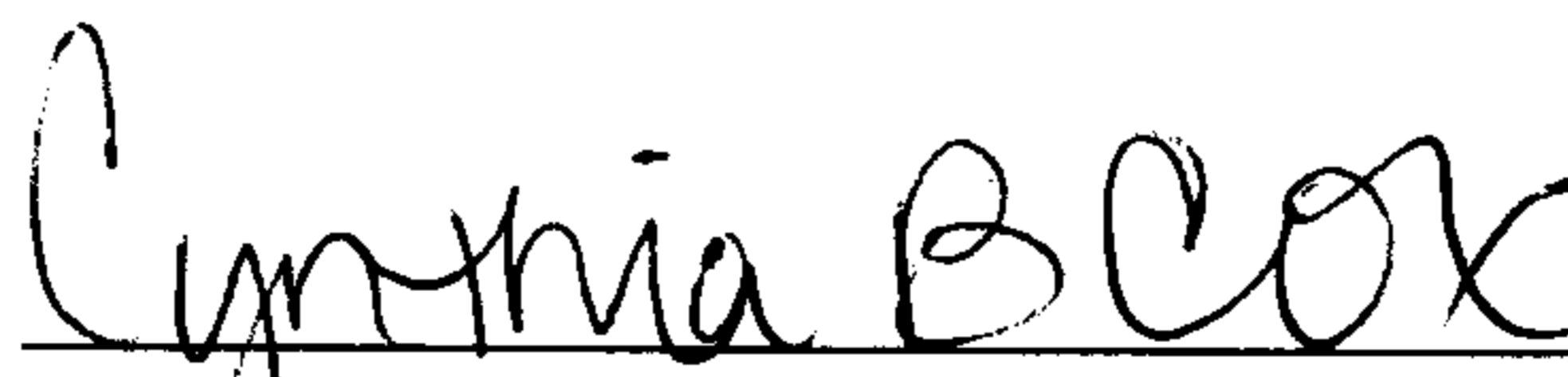
Karen I. Byers



Kelly W. Byers

On this, the 17th day of December, 2009, before me, the undersigned officer, personally appeared Karen I. Byers and Kelly W. Byers, known to me [or satisfactorily proven] to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

My Commission expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Oct 31, 2012
~~BONDED THROUGH NOTARY PUBLIC UNDERWRITERS~~