

STATE OF ALABAMA     )  
                                   :  
 COUNTY OF JEFFERSON )

CERTIFICATE OF LIMITED PARTNERSHIP  
 OF NORTHWEST CALERA

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THE UNDERSIGNED, desiring to form a limited partnership under the Alabama Limited Partnership Act, hereby certify as follows:

1. The securities to be offered in the said Limited Partnership will not be registered under the Securities Act of 1933, as amended, by reason, among other things, of the exemption provided under Section 4(2) of the Securities Act of 1933 and Rule 146 promulgated by the Securities and Exchange Commission thereunder, relating to transactions not involving any public offering or solicitation. Additionally, the said securities have not been registered under applicable provisions of State securities laws by reason of exemptions from registration thereunder relating to "exempt transactions" among other available exemptions from registration.

2. NAME OF THE LIMITED PARTNERSHIP. The name of the Limited Partnership shall be: NORTHWEST CALERA, an Alabama Limited Partnership.

3. CHARACTER OF THE LIMITED PARTNERSHIP BUSINESS. The character of the partnership business shall be to own, hold, maintain, operate, lease and sell or otherwise dispose of or develop the property described on Exhibit "A" hereto and to engage in any and all business activities related or incidental thereto.

4. PRINCIPAL PLACE OF BUSINESS. The location of the principal place of business of the said Limited Partnership shall be 1901 Hoover Court, Birmingham, Alabama, 35226, or at such other place or places as the General Partner may hereafter determine.

5. NAMES, ADDRESSES AND CAPITAL CONTRIBUTIONS OF ALL PARTNERS. The names and places of residence or principal place of business of the partners, both General and Limited, and the capital contributed by each and the profit and loss sharing ratio are set forth in Exhibit "B" attached hereto and incorporated herein by specific reference.

6. BASIS FOR DISTRIBUTIONS. The share of profits or other compensation by way of income which each Limited Partner shall receive by reason of his contribution shall be computed based upon the amount of their respective capital accounts in the Limited Partnership.

Don Pae  
 3077 - Whispering Pine Circle  
 Prichard Ala - 35226

7. ADDITIONAL LIMITED PARTNERS. The Limited Partners enlisted in the hereinabove cited Exhibit "B" have purchased interests in the Limited Partnership as of the date of this filing. Additional Limited Partners may be added by the filing of an amendment hereto.

8. TERM OF THE LIMITED PARTNERSHIP. The term for which the Limited Partnership is to exist shall be fifteen (15) years from the date of the recording of this Certificate of Limited Partnership in the Office of the Judge of Probate of Shelby County, Alabama.

9. DEATH, RETIREMENT OR INSANITY OF GENERAL PARTNER. Upon the death, retirement or insanity of the General Partner, the Limited Partners shall have the right to continue the business of the Partnership.

10. SUBSTITUTED LIMITED PARTNERS. The Limited Partners shall have the right to substitute an assignee as contributor in his place if the General Partner shall give its prior written consent thereto, but such assignment shall not release the assignor from liability to the Limited Partnership for his or her or its capital contribution.

11. COUNTERPARTS. This certificate may be executed in one or more counterparts, each of which shall constitute an original hereof.

12. AMENDMENTS. This certificate may be amended in accordance with Section 29 of the Alabama Limited Partnership Act.

IN WITNESS WHEREOF, the parties hereto have set or caused to be set their signatures hereto on this the 15<sup>TH</sup> day of APRIL, 1982.

GENERAL PARTNER:


  
THOMAS M. POE, JR., as Attorney in Fact for Jasper C. Sullivan, Mark W. Sullivan, Thomas Fickling, Jerry Owen Greg Beers, Don Kiker, Milford Lee, James M. Lee, Jr. and Charlotte W. Poe.

EXHIBIT "B"

CERTIFICATE OF LIMITED PARTNERSHIP  
FOR NORTHWEST CALERA

Name and Address	Capital Contribution	% of Profits and Losses
GENERAL PARTNER:		
Thomas M. Poe, Jr. 1903 Hoover Court Birmingham, Alabama 35226	Assignment of contract and services rendered	10%
LIMITED PARTNERS:		
Jasper C. Sullivan 521 Maiden Lane Birmingham, Alabama 35226	\$1,456.81	6.25%
Mark W. Sullivan 521 Maiden Lane Birmingham, Alabama 35226	\$1,456.81	6.25%
Thomas Fickling 2652 Creekview Drive Birmingham, Alabama 35226	\$1,456.81	6.25%
Jerry Owen 2668 Creekview Drive Birmingham, Alabama 35226	\$1,456.81	6.25%
Greg Beers 1504 Verdure Circle Birmingham, Alabama 35226	\$2,913.63	12.5%
Don Kiker 2241 Vesthaven Way Birmingham, Alabama 35216	\$2,913.63	12.5%
Milford Lee Route 1 Box 172 Calera, Alabama	\$2,913.63	12.5%
James M. Lee, Jr. Route 1 Box 747 Calera, Alabama	\$2,913.63	12.5%
Charlotte W. Poe 3077 Whispering Pines Cr. Birmingham, Alabama 35226	\$3,496.36	15%

Partnership Book 2 Page 119

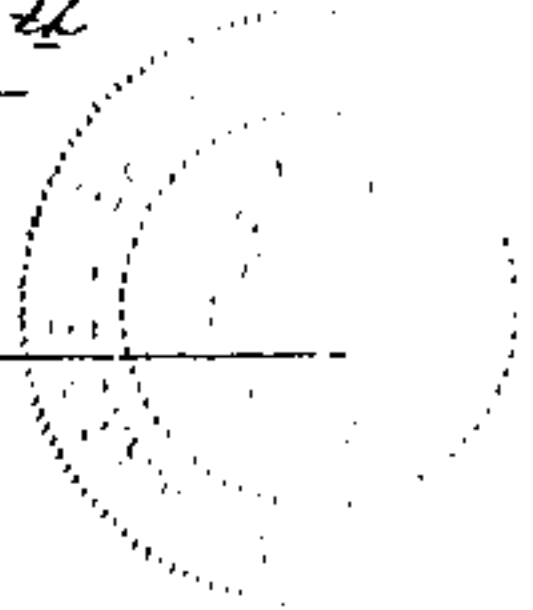
STATE OF ALABAMA     )  
                              :  
COUNTY OF JEFFERSON )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that THOMAS M. POE, JR., whose name is signed to the foregoing Certificate, and who is known to me, acknowledged before me on this day, that being informed of the contents of the Certificate, he executed the same voluntarily on the day the same bears date and further states that he is the duly appointed Attorney in Fact for the Limited Partners of Northwest Calera, an Alabama Limited Partnership.

Given under my hand and official seal this 15<sup>th</sup>  
day of April, 1982.

Margie J. Bailey  
NOTARY PUBLIC

MY COMMISSION EXPIRES FEBRUARY 24, 1985



Partnership Book 2  
Page 120

EXHIBIT "A"

Partnership Book 2 Page 121  
Commence at the NW corner of Section 16, Township 22 South, Range 2 West, for point of beginning: thence run Easterly along North line of Section 16 to NE corner of NW 1/4 of the NW 1/4 of said Section; thence turn 65 deg. 27' 05" right and run along West line of land known as Merritt & Krebs lands 1467.97 feet to the North line of NW 1/4 of the SE 1/4 of the NW 1/4; thence turn 65 deg. 29' 32" left, and run 22.08 feet to the NE corner of NW 1/4 of the SE 1/4 of the NW 1/4; thence run South along East line of NW 1/4 of the SE 1/4 of the NW 1/4 to the SE corner of NW 1/4 of the SE 1/4 of the NW 1/4; thence run West to the SW corner of NW 1/4 of the SE 1/4 of the NW 1/4; thence continue along the previously described course 488.54 feet; thence turn 91 deg. 09' 11" right and parallel with West line of NW 1/4 and run 406.87 feet; thence turn 91 deg. 11' left and parallel with South line of NW 1/4 and run 210.00 feet; thence turn 89 deg. 49' left and parallel with West line of NW 1/4 and run 1075.00 feet to South line of NW 1/4; thence turn 89 deg. 49' right and run 608.80 feet to the SW corner of the NW 1/4; thence turn 91 deg. 11' right and run 2673.80 feet to point of beginning. All of the above described land being situated in Northwest Quarter of Section 16, Township 22 South, Range 2 West, Shelby County, Alabama, LESS AND EXCEPT an overlap of 0.563 acres in the Southwest corner.

According to survey of Choyce Roberts, Reg. No. 11844, dated August 1979.

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
DOCUMENT WAS FILED  
1982 APR 16 PM 4:13 Rec. 750  
Ind. 100  
850  
Thomas A. Snowdon, Jr.  
JUDGE OF PROBATE