

1140

STATE OF ALABAMA )  
COUNTY OF SHELBY )

MEMORANDUM  
OF  
GENERAL PARTNERSHIP AGREEMENT  
OF  
PARKWAY PARTNERS

KNOW ALL MEN BY THESE PRESENTS, that the individuals and legal entities whose names are set forth below have, on the 24th day of January, 1986, entered into a General Partnership Agreement under the laws of the State of Alabama. Among other terms and conditions, the General Partnership Agreement provides as follows:

1. The name of the Partnership shall be "Parkway Partners".
2. The business of the Partnership shall be to invest in, acquire, hold, maintain, operate, own, lease, improve, sell, exchange and otherwise use interests in real estate for profit.

The Partnership may engage in any transaction or do anything necessary, appropriate or convenient in connection with the foregoing, including, without limitation, borrowing or investing funds, issuing or purchasing evidences of indebtedness, and creating liens, security interests or any other encumbrances on any or all of its assets.

3. The principal place of business of the Partnership shall be located at c/o Still Hunter & Associates, Inc., 3000 Riverchase Galleria Suite 935, Birmingham, Alabama 35244, or at such other location as may be determined by the Partnership.

*Randolph L. Lauer*

4. The general partners of the Partnership are as follows:

Rime Investments, an Alabama general partnership  
Bill L. Harbert  
W. F. Cobb, Jr.  
W. F. Cobb, III  
Still Hunter, Jr.  
Lloyd Johnson, Jr.

This Memorandum is filed for record for the purpose of serving notice of the existence of said Partnership. The Partnership Agreement of Parkway Partners contains the full agreement of the Partnership, and shall control in the event of any conflict with the information set forth herein.

IN WITNESS WHEREOF, Parkway Partners has caused this Memorandum to be executed by its general partners as of this 24th day of January, 1986.

PARKWAY PARTNERS, an Alabama  
General Partnership

By: RIME INVESTMENTS, an Alabama  
General Partnership

By: Harold Ripps  
Harold Ripps, Its General  
Partner

By: not required  
~~Hubert A. Meisler, Its~~  
~~General Partner~~

By: Not required  
~~Earl A. Meisler, Its~~  
~~General Partner~~

By: Bill L. Harbert  
Bill L. Harbert, as General  
Partner

By: W. F. Cobb, Jr.  
W. F. Cobb, Jr., as General  
Partner

By: W. F. Cobb, III  
W. F. Cobb, III, as General  
Partner

By: Still Hunter  
Still Hunter, Jr., as General  
Partner

By: Lloyd Johnson Jr  
Lloyd Johnson, Jr., as General  
Partner

STATE OF Alabama

COUNTY OF Jefferson

I, Jean B. Hubbard, a Notary Public in and for said County in said State, hereby certify that Harold Ripps, whose name as General Partner of Rime Investments, as General Partner of Parkway Partners, an Alabama General Partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such general partner and with full authority, executed the same voluntarily for and as the act of said partnership as General Partner of Parkway Partners.

Given under my hand this the 23 day of January, 1986.

Jean B. Hubbard  
Notary Public

NOTARIAL SEAL

My commission expires: Dec 1986

STATE OF

COUNTY OF

Not required

I, \_\_\_\_\_, a Notary Public in and for said County in said State, hereby certify that Hubert A. Meisler, whose name as General Partner of Rime Investments, as General Partner of Parkway Partners, an Alabama General Partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such general partner and with full authority, executed the same voluntarily for and as the act of said partnership as General Partner of Parkway Partners.

Given under my hand this the \_\_\_\_ day of \_\_\_\_\_, 1986.

\_\_\_\_\_  
Notary Public

NOTARIAL SEAL

My commission expires: \_\_\_\_\_

STATE OF

COUNTY OF

Not required

I, \_\_\_\_\_, a Notary Public in and for said County in said State, hereby certify that Fannie Meisler, whose name as General Partner of Rime Investments, as General Partner of Parkway Partners, an Alabama General Partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she, as such general partner and with full authority, executed the same voluntarily for and as the act of said partnership as General Partner of Parkway Partners.

Given under my hand this the \_\_\_\_ day of \_\_\_\_\_, 1986.

\_\_\_\_\_  
Notary Public

NOTARIAL SEAL

My commission expires: \_\_\_\_\_

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STATE OF Alabama

COUNTY OF Jefferson

I, Evangeline H. Hoover, a Notary Public in and for said County in said State, hereby certify that Bill L. Harbert, whose name as General Partner of Parkway Partners, an Alabama General Partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such general partner and with full authority, executed the same voluntarily for and as the act of said partnership

Given under my hand this the 23rd day of January, 1986.

Evangeline H. Hoover  
Notary Public

NOTARIAL SEAL

My commission expires: 4-29-86

STATE OF Alabama

COUNTY OF Jefferson

I, Elizabeth D. Bech, a Notary Public in and for said County in said State, hereby certify that W. F. Cobb, Jr., whose name as General Partner of Parkway Partners, an Alabama General Partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such general partner and with full authority, executed the same voluntarily for and as the act of said partnership

Given under my hand this the 24 day of January, 1986.

Elizabeth D. Bech  
Notary Public

NOTARIAL SEAL

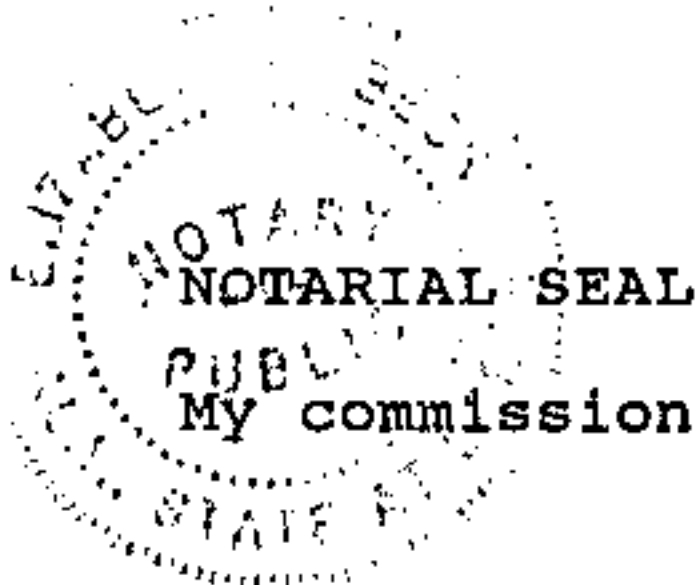
My commission expires: 10-20-86

STATE OF Jefferson Alabama  
COUNTY OF Jefferson

I, Elizabeth D Beck, a Notary Public in and for said County in said State, hereby certify that W. F. Cobb, III, whose name as General Partner of Parkway Partners, an Alabama General Partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such general partner and with full authority, executed the same voluntarily for and as the act of said partnership

Given under my hand this the 24 day of January, 1986.

Elizabeth D Beck  
Notary Public

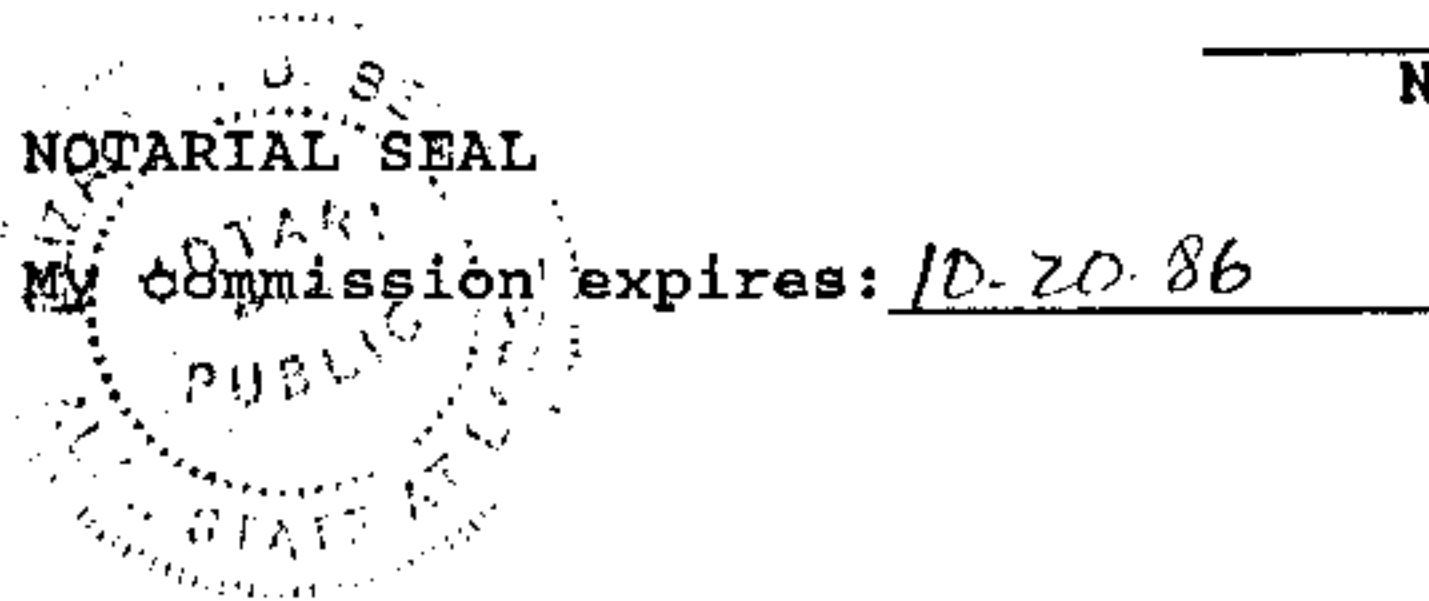


STATE OF Alabama  
COUNTY OF Jefferson

I, Elizabeth D Beck, a Notary Public in and for said County in said State, hereby certify that Still Hunter, Jr., whose name as General Partner of Parkway Partners, an Alabama General Partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such general partner and with full authority, executed the same voluntarily for and as the act of said partnership

Given under my hand this the 24 day of January, 1986.

Elizabeth D Beck  
Notary Public



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STATE OF Alabama  
COUNTY OF State at Large

I, Deane J. Walthall, a Notary Public in and for said County in said State, hereby certify that Lloyd Johnson, Jr., whose name as General Partner of Parkway Partners, an Alabama General Partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such general partner and with full authority, executed the same voluntarily for and as the act of said partnership

Given under my hand this the 27<sup>th</sup> day of January, 1986.

Deane J. Walthall  
Notary Public

NOTARIAL SEAL

My commission expires: 7/16/89

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RECORDING FEES	
Recording Fee	\$ <u>17.50</u>
Index Fee	<u>1.00</u>
TOTAL	\$ <u>18.50</u>

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1986 SEP 16 PM 12:27

Thomas W. Shaver, Jr.  
JUDGE OF PROBATE