

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION
OF
HMW Partners L.L.C.

We, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Limited Liability Company is HMW Partners L.L.C.
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 shall continue until December 31, 1999, provided, however, that the Limited Liability Company shall be dissolved prior to such date (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 Company Act.
3. The purpose for which this Limited Liability Company is organized is to engage in the business of real estate including buying, holding, developing and selling unimproved land, and such other lawful business as the members shall determine.
4. The location and mailing address of the initial registered office shall be 1109 Townhouse Road, Helena, Alabama 35080, and the name of the initial registered agent at said address shall be Jack D. Harris.
5. The names and mailing addresses of the initial members in the Limited Liability Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
North Shelby Partners	1109 Townhouse Road Helena, Alabama 35080
Gregory F. Wood	402 Office Park Drive, Suite 100 Birmingham, Alabama 35223
Michael L. Wood	111-A Owens Parkway Birmingham, Alabama 35244
James R. Powers	111-A Owens Parkway Birmingham, Alabama 35244
Robert Hastings	111-A Owens Parkway Birmingham, Alabama 35244

James R. Powers, Jr.

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

7. The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability 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 the new member is admitted; and (ii) the legal existence and business of the Limited Liability Company is continued by a written consent of all the remaining members within ninety (90) days after the occurrence of the event of dissociation.

8. The Limited Liability Company shall be managed by its members.

3rd IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this day of February, 1994.

MEMBERS

North Shelby Partners, an Alabama general partnership

By: Roy Martin Construction, Inc.
As General Partner

By Roy L. Martin
Roy L. Martin
As its President

By: J. Harris Development Corp.
As General Partner

By Jack D. Harris
Jack D. Harris
As its President

Anne P. Marshall
Witness

Anne P. Marshall
Witness

Anne P. Marshall
Witness

Anne P. Marshall
Witness

Gregory F. Wood
Gregory F. Wood

Michael L. Wood
Michael L. Wood

Anne P. Marshall
Witness

Anne P. Marshall
Witness

James R. Powers
James R. Powers

Robert Hastings
Robert Hastings

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3

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