

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging Crestwood Realty, Inc. into Crestwood Homes, Inc., both Alabama corporations, duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Crestwood Realty, Inc. into Crestwood Homes, Inc. and attaches hereto a duplicate original of the Articles of Merger. ✓

Inst # 1995-00509

01/06/1995-00509  
08:54 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
009 MCD 30.00



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 30, 1994

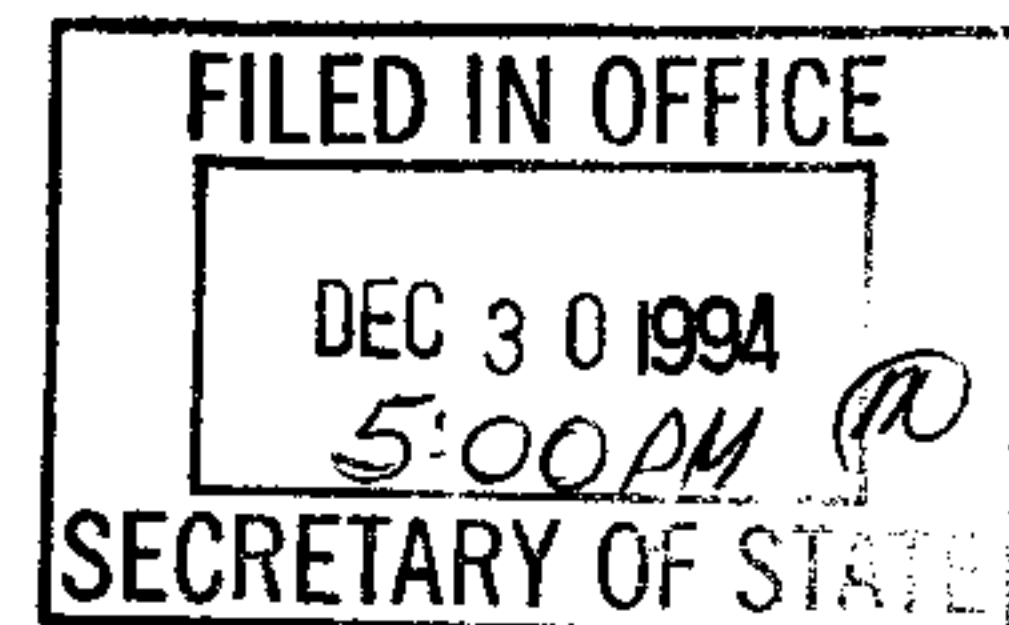
Date

Jim Bennett

Secretary of State

Cynthia McCraw  
Najjar Denaburg P C  
2125 Morris Avenue  
Birmingham AL 35203

This instrument was prepared by:  
Gary S. Schiff  
Najjar Denaburg, P.C.  
2125 Morris Avenue  
Birmingham, Alabama 35203



ARTICLES OF MERGER  
OF  
CRESTWOOD REALTY, INC.  
(a Shelby County, Alabama corporation)  
INTO  
CRESTWOOD HOMES, INC.  
(a Shelby County, Alabama corporation)

Pursuant to the provisions of Alabama Code §10-2A-143 (1975), the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The Plan of Merger attached hereto as "Exhibit A" and incorporated herein was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Alabama Business Corporation Act.

SECOND: As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan are as follows:

<u>NAME OF CORP.</u>	<u>SHARES OUTSTANDING</u>	<u>ENTITLED TO VOTE AS CLASS</u> <u>CLASS</u> <u>NO. OF SHARES</u>
Crestwood Realty, Inc.	100	Common      100
Crestwood Homes, Inc.	100	Common      100

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>NAME OF CORP.</u>	<u>CLASS</u>	<u>ENTITLED TO VOTE AS CLASS</u> <u>VOTED FOR</u> <u>VOTED AGAINST</u>
Crestwood Realty, Inc.	Common	100      -0-
Crestwood Homes, Inc.	Common	100      -0-

FOURTH: Crestwood Realty, Inc. and Crestwood Homes, Inc. are both Shelby County, Alabama corporations.

DATED this 28<sup>th</sup> day of December, 1994.

CRESTWOOD REALTY, INC.

By B. J. Jackson  
B. J. Jackson, President

By Loisanne P. Jackson  
Loisanne P. Jackson, Secretary

CRESTWOOD HOMES, INC.

By B. J. Jackson  
B. J. Jackson, President

By Loisanne P. Jackson  
Loisanne P. Jackson, Secretary

STATE OF ALABAMA       )  
JEFFERSON COUNTY       )

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that on this 28<sup>th</sup> day of December, 1994, personally appeared before me B. J. Jackson, who, being by me first duly sworn, declared that he is the President of Crestwood Realty, Inc. and of Crestwood Homes, Inc., both being Alabama corporations, that he signed the foregoing document as such officer and that the statements therein contained are true and correct.

Randy S. Schuff  
Notary Public  
My commission expires: \_\_\_\_\_

MY COMMISSION EXPIRES MAY 11, 1995

(SEAL)

STATE OF ALABAMA       )  
JEFFERSON COUNTY       )

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that on this 28<sup>th</sup> day of December, 1994, personally appeared before me Loisanne P. Jackson, who, being by me first duly sworn, declared that she is the Secretary of Crestwood Realty, Inc. and of Crestwood Homes, Inc., both being Alabama corporations, that she signed the foregoing document as such officer and that the statements therein contained are true and correct.

  
\_\_\_\_\_  
Notary Public  
My commission expires: \_\_\_\_\_

(SEAL)

MY COMMISSION EXPIRES MAY 14, 2000



EXHIBIT A

AGREEMENT AND PLAN OF MERGER  
OF  
CRESTWOOD REALTY, INC.  
(An Alabama Corporation)  
INTO  
CRESTWOOD HOMES, INC.  
(An Alabama Corporation)

AGREEMENT OF MERGER, entered into as of this 28th day of December \_\_\_\_\_, 1994, made by and between Crestwood Realty, Inc., an Alabama corporation, and Crestwood Homes, Inc., an Alabama corporation.

WHEREAS, each of said corporations, parties hereto, in consideration of the mutual agreements of each corporation as set forth herein, does deem it advisable and generally to the welfare of said corporations and their respective stockholders that Crestwood Realty, Inc. shall be merged into Crestwood Homes, Inc.; and,

WHEREAS, Crestwood Realty, Inc. has an authorized stock of one hundred (100) shares of Ten Dollar (\$10.00) par value common stock, of which stock all shares are now issued and outstanding and owned as follows:

<u>NAME OF SHAREHOLDER</u>	<u>NUMBER OF SHARES</u>
B. J. Jackson	60
Loisanne P. Jackson	30
Jane J. Curtis	10

WHEREAS, Crestwood Homes, Inc. has an authorized stock of one thousand (1,000) shares of One Dollar (\$1.00) par value common stock, of which stock one hundred (100) shares are now issued and outstanding and owned as follows:

<u>NAME OF SHAREHOLDER</u>	<u>NUMBER OF SHARES</u>
B. J. Jackson	60
Loisanne P. Jackson	30
Jane J. Curtis	10

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other, that Crestwood Realty, Inc. shall merge itself into Crestwood Homes, Inc. and likewise, that the said Crestwood Homes,

Inc. shall merge into itself Crestwood Realty, Inc., pursuant to Alabama Code §10-2A-140, 143 (1975), and that Crestwood Homes, Inc. shall be the surviving corporation, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

Until altered, amended or repealed, as herein provided, the Articles of Incorporation, Bylaws and officers and directors of Crestwood Homes, Inc., an Alabama corporation, as in effect at the date of the execution of this Agreement, shall continue to be the Articles of Incorporation, Bylaws and officers and directors of the surviving corporation.

The manner of converting the outstanding shares of the capital stock of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

The one hundred (100) shares of One Dollar (\$1.00) par value common stock of Crestwood Homes, Inc. issued and outstanding shall remain issued and outstanding.

The one hundred (100) shares of Ten Dollar (\$10.00) par value common stock of Crestwood Realty, Inc. shall be cancelled.

Crestwood Homes, Inc., as the surviving corporation, may be served with process in the State of Alabama as provided for in its Articles of Incorporation until the said Crestwood Homes, Inc. shall have hereafter designated in writing to the Secretary of State a different address for such purpose.

This Agreement of Merger shall be filed in the office of the Secretary of State of the State of Alabama.

The effective date of this Agreement of Merger shall be the 30th day of December, 1994.

IN WITNESS WHEREOF, the corporate parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors have caused these presents to be executed by each respective corporate party.

CRESTWOOD REALTY, INC.

By

  
B. J. Jackson, President

ATTEST:


  
Loisanne P. Jackson, Secretary

[Signatures continued on next page]

CRESTWOOD HOMES, INC.

By   
B. J. Jackson, President

ATTEST:

  
Loisanne P. Jackson, Secretary

STATE OF ALABAMA     )  
SHELBY COUNTY        )

I, Loisanne P. Jackson, Secretary of Crestwood Realty, Inc. and Crestwood Homes, Inc., being corporations organized and existing under the laws of the State of Alabama, hereby certify, as such Secretary, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed by the President and Secretary thereof, was duly adopted, pursuant to Alabama Code §10-2A-142 (1975), by the affirmative vote of the holders of two-thirds of the shares, of each corporation, entitled to vote on such adoption.

WITNESS my hand this 28th day of December, 1994.

  
Loisanne P. Jackson, Secretary

THE ABOVE AGREEMENT OF MERGER having been executed by each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto in accordance with the provisions of the Alabama Business Corporation Act, and that fact having been certified on said Agreement of Merger by the Secretary of each respective corporation, the President and Secretary of each corporate party hereto do now hereby execute the said Agreement of Merger by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations on this 28th day of December, 1994.

CRESTWOOD REALTY, INC.

By   
B. J. Jackson, President

ATTEST:

  
Loisanne P. Jackson, Secretary

[Signatures continued on next page]

CRESTWOOD HOMES, INC.

By

  
B. J. Jackson, President

ATTEST:

  
Loisanne P. Jackson, Secretary



Inst # 1995-00509

01/06/1995-00509  
08:54 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
009 MCD 30.00

Secretary of State  
State of Alabama

I hereby certify that this is a  
true and complete copy of the  
document filed in this office  
on December 30, 1994

DATE 12-30-94

Jim Bennett  
Secretary of State