

STATE OF ALABAMA)

JEFFERSON COUNTY)

ARTICLES OF ORGANIZATION
OF
HUNTINGTON GLEN, L.L.C.

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 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 office of the limited liability company will be located and attest that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

NAME

The name of this limited liability company (the "Limited Liability Company") shall be:

HUNTINGTON GLEN, L.L.C.

ARTICLE II

DURATION

The period of duration is five (5) years from the date of filing of these Articles of Organization with the Probate Judge of Jefferson County, unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

Inst # 1995-14679

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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLE III

PURPOSES

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(a) To acquire, hold, subdivide and develop for single family residential construction and to improve and to transfer, deal in and in any manner dispose of, certain real property in Jefferson County, Alabama which is described in the Operating Agreement of the Limited Liability Company; and

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

ARTICLE IV

REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Limited Liability Company shall be 4601 Southlake Drive, Suite 150, Birmingham, Alabama 35244 and its registered agent at such address shall be Still Hunter, Jr.

ARTICLE V

INITIAL MEMBERS

The names and addresses of the initial members (the "Members") of the Limited Liability Company are:

<u>MEMBER</u>	<u>ADDRESS</u>
Hunter & Associates, Inc.	4601 Southlake Drive Suite 150 Birmingham, Alabama 35244
Denise H. Upton	P. O. Box 509 Birmingham, Alabama 35124

ARTICLE VI

ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Limited Liability Company's Operating Agreement.

ARTICLE VII

OPERATING AGREEMENT

The Operating Agreement of the Limited Liability Company shall be executed by each Member of the Limited Liability Company and shall set forth all provisions for the affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles of Organization.

ARTICLE VIII

CONTINUATION UPON DISSOCIATION OF MEMBER

The Members shall have the right to continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Limited Liability Company (collectively, "Dissociation"), as long as there are at least two remaining Members or at least one remaining Member and a new Member is admitted, and the remaining Members agree to continue the Limited Liability Company by unanimous written consent within 90 days after the Dissociation of a Member, as set forth in the Operating Agreement of the Limited Liability Company.

ARTICLE IX

MANAGEMENT

The initial Manager of the Limited Liability Company shall be Hunter & Associates, Inc.

ARTICLE X

LIABILITIES OF MEMBERS AND MANAGERS

Members and Managers of the Limited Liability Company are not liable under a judgment, decree or order of a court, or in any other manner, for any debt, obligation or liability of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization, on this, the 1st day of June, 1995.

~~ATTEST:~~ Witness:

Fulton W. Smith

Still Hunter
Hunter & Associates, Inc.
By: Still Hunter, Jr., President

WITNESS:

Fulton W. Smith

Denise H. Upton
Denise H. Upton

THIS INSTRUMENT WAS PREPARED BY:
Randall D. McClanahan
Balch & Bingham
P. O. Box 306
Birmingham, Alabama 35201

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