

RESOLUTION

of

WEATHERLY LANDS, L.L.C., AN ALABAMA LIMITED LIABILITY COMPANY

WHEREAS, the Managing Members of Weatherly Lands, L.L.C., are Thomas J. Thornton or Patrick A. Thornton and Jack H. Harrison, and

WHEREAS, effective August 13, 1997 Jack H. Harrison has resigned as a Managing Member of Weatherly Lands, L.L.C., and said resignation has been accepted by unanimous consent of all the members of Weatherly Lands, L.L.C., at a special meeting of all members held on August 13, 1997, therefore

Be it resolved by the Members of Weatherly Lands, L.L.C., that, by unanimous consent, Section 3.2 of the Operating Agreement for Weatherly Lands, L.L.C. is amended as follows:

Section 3.2 Managing Member(s). Notwithstanding the foregoing provisions of Section 3.1, above, Management of the business and property of the Company may be vested in the Members other than in proportion to their Capital Contributions to the extent provided in this Section 3.2. The managing members are Thomas J. Thornton or Patrick A. Thornton.

(a) The managing members are authorized to sign all deeds, notes, mortgages, contracts, subcontracts and/or other obligations of Weatherly for and on behalf of said company. As provided in 3.2 above, the Managing Members may sign all such documents. The managing members shall determine when a sector is to be opened and shall handle the day-to-day operation of the business. The managing members must approve of all obligations incurred for the use and benefit of Weatherly. All checks shall be signed by Patrick A. Thornton or Thomas J. Thornton.

Dated this 13th day August, 1997.

Thomas J. Thornton
Thomas J. Thornton

Jack H. Harrison
Jack H. Harrison

Patrick A. Thornton
Patrick A. Thornton

B. Lynn McGaughy
B. Lynn McGaughy

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Thomas J. Thornton, Jack H. Harrison, Patrick A. Thornton and B. Lynn McGaughy, whose names are signed to the foregoing Resolution, and who are known to me, acknowledged before me on this day, that, being informed of the contents of the foregoing Resolution, they, executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 13th day of August, 1997.

Marie E. Edson
Notary Public

My Commission expires

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: July 8, 2001
BONDED THRU NOTARY PUBLIC UNDERWRITERS

10/10/1997-33101
10:20 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
15.00
NOTARY

Inst # 1997-33101

UNANIMOUS CONSENT TO
AMEND OPERATING AGREEMENT

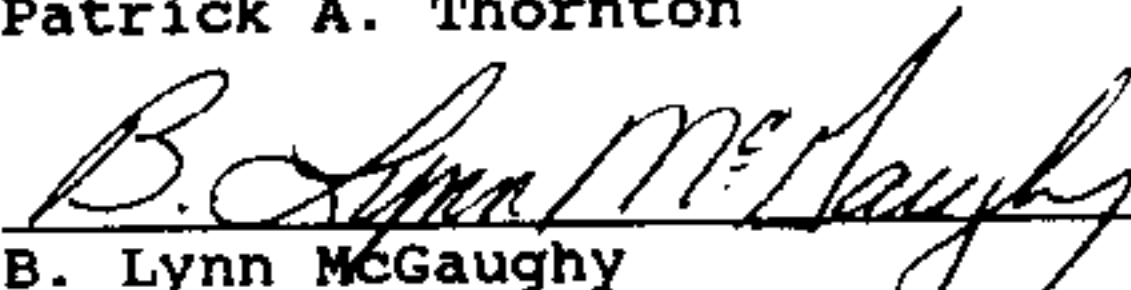
THE UNDERSIGNED, being all of the Members of that certain limited liability company known as Weatherly Lands, L.L.C., formed by written Articles of Organization dated the 8th day of March, 1995 and recorded in Volume 9504, page 1024 in the Office of the Judge of Probate of Jefferson County, Alabama, do, by these presents, grant their consent, individually and collectively, to the foregoing Amendment to the Operating Agreement of Weatherly Lands, L.L.C..

IN WITNESS WHEREOF, all of the Members of Weatherly Lands, L.L.C. have set their hands and seals hereunto this 13th day August, 1997.


Thomas J. Thornton


Jack H. Harrison


Patrick A. Thornton


B. Lynn McGaughy

Inst # 1997-33101

10/10/1997-33101
10:20 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 SHA 15.00

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