

**ARTICLES OF ORGANIZATION  
OF**

**BRIARPATCH RESIDENTIAL ASSOCIATION, L.L.C.**

Pursuant to the provisions of Sections 10-12-1, et seq. of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

**ARTICLE I**

Name

The name of the limited liability company is **Briarpatch Residential Association, L.L.C.** (the "Company").

**ARTICLE II**

Duration

The Company shall have a perpetual existence, unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act") or the Company's Operating Agreement.

**ARTICLE III**

Purposes

The purposes for which the Company is formed are:

- (a) To manage, maintain and regulate real property and to engage in any and all business activities related or incidental thereto;
- (b) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, develop, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to manage, market, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein, and to engage in any and all business activities related to or incidental thereto;

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(c) To act as agent, representative, or receiver of any person, firm, corporation or governmental entity or instrumentality in respect to any lawful undertaking or transaction; and

(d) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

#### ARTICLE IV

##### Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 8009 Castlehill Road, Birmingham, Alabama, 35242, Shelby County, Alabama, and its registered agent at such address shall be C. D. Howard, a resident individual.

#### ARTICLE V

##### Initial Members

The names and addresses of the initial Members are as contained in Exhibit A attached hereto and by this reference made a part hereof as if set forth fully herein.

#### ARTICLE VI

##### Admission of Additional Members

Upon the written consent of a two-thirds (2/3) in interest of the Members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

#### ARTICLE VII

##### Continuation of Business

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a Member of the Company if (i) there are at least two remaining Members or at least one remaining Member and a new Member is admitted, and (ii) the business of the Company is continued by the written consent of a majority in interest of the remaining Members within 90 days after the occurrence of the event of dissociation.

## ARTICLE VIII

### Managers

The Managers of the Company shall have the power to manage the business or affairs of the Company as provided in the Operating Agreement. The names and addresses of the initial Managers of the Company, and who shall serve until their successors are elected and shall qualify, are:

Allan D. Worthington  
537 Castlebridge Lane  
Birmingham, Alabama 35242

C.D. Howard  
8009 Castlehill Road  
Birmingham, Alabama 35242

Jim Parsons  
ONE SOUTH OAK DRIVE  
SHOAL CREEK, AL. 35242

IN WITNESS WHEREOF, these Articles have been subscribed as of the 22<sup>ND</sup> day of DEC, 1997 by the undersigned Members, who affirm that the statements made herein are true under the penalties of perjury.

BRIARPATCH RESIDENTIAL ASSOCIATION, L.L.C.

Loy W. Gilbert, Jr.  
W. J. Garrison

This document prepared by: Wendy L. Cornett, Attorney-at-Law  
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Birmingham, Alabama 35203  
205/251-3000

## EXHIBIT A

[INSERT MEMBERS' NAMES AND ADDRESSES]

Roy W. Gilbert, Jr.  
5410 Saddle Creek Lane  
Birmingham, Alabama 35242

W.C. Jernigan  
Five Turnberry Place  
Shoal Creek, Alabama 35242

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SHELBY COUNTY JUDGE OF PROBATE  
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