

**SECOND AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
GREYSTONE DEVELOPMENT COMPANY, L.L.C.**

Pursuant to the provisions of Ala. Code § 10-12-11 (1975), the undersigned hereby adopt the following amendments to the Articles of Organization of Greystone Development Company, L.L.C., an Alabama limited liability company:

1. **Name of Limited Liability Company.** The name of the limited liability company is Greystone Development Company, L.L.C. (the "Company").

2. **Date of Filing of Articles of Organization.** The Articles of Organization of the Company were filed in the Office of the Judge of Probate of Shelby County, Alabama (the "Probate Office") on July 26, 1995 as Instrument No. 1995-19707 and were amended by First Amendment to Articles of Organization dated as of December 13, 1995 (but effective as of July 14, 1995) which was recorded on February 20, 1996 as Instrument No. 1996-05493 in the Probate Office.

3. **Change of Name of Company.** Article I of the Articles of Organization is amended by deleting said Article I in its entirety and by substituting in lieu thereof the following:

"Name

The name of the limited liability company is Greystone Development Company, LLC (the "Company")."

4. **Initial Members.** Article V of the Articles of Organization of the Company is amended by deleting said Article V in its entirety and by substituting in lieu thereof the following:

"Initial Members

The names and addresses of the Initial Members are:

Daniel Realty Company
3595 Grandview Parkway, Suite 400
Birmingham, Alabama 35243

Daniel Links Limited Partnership
3595 Grandview Parkway, Suite 400
Birmingham, Alabama 35243"

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5. **Managers.** Article VIII of the Articles of Organization of the Company is amended by deleting said Article VIII in its entirety and by substituting in lieu thereof the following:

"Manager"

The Company shall be managed by a manager who shall have the exclusive right to manage the affairs of the Company and to handle all matters arising in connection therewith. The manager shall be designated, appointed, elected, removed or replaced by the vote of a majority in interest of all members of the Company. The name and address of the initial manager of the Company, who shall serve as manager of the Company until its successor is elected, is:

Daniel Realty Corporation
3595 Grandview Parkway, Suite 400
Birmingham, Alabama 35243"

6. **Effective Date.** Notwithstanding anything provided herein to the contrary, the parties hereto desire that the effective date of the terms and provisions of this Second Amendment as of November 1, 1998.

7. **Full Force and Effect.** Except as expressly modified and amended herein, all the terms and provisions of the Articles of Organization of the Company, as previously amended, shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, constituting all of the Members of the Company, have subscribed their names as of the 1st day of November, 1998 to this Second Amendment to the Articles of Organization and, by execution hereof, do hereby affirm that the statements made herein are true under the penalties of perjury.

MEMBERS:

DANIEL REALTY COMPANY, an Alabama
general partnership

By: **Daniel Equity Partners Limited Partnership**,
a Virginia limited Partnership, Its Managing
Partner

By: Daniel Equity Corporation I, a Virginia
corporation, Its General Partner

By: 
Its: 

DANIEL LINKS LIMITED PARTNERSHIP, an
Alabama limited partnership

By: **DANIEL REALTY INVESTMENT
CORPORATION-OAK MOUNTAIN**, an
Alabama corporation, Its General Partner

By:  _____

Its:  _____

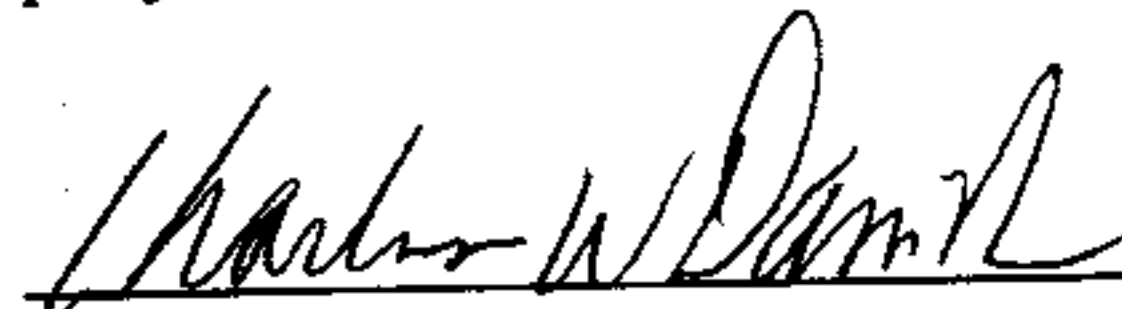
CONSENT OF WITHDRAWING MEMBER AND MANAGER

THE CWD, L.L.C., an Alabama limited liability company, hereby joins in the execution of this Second Amendment to the Articles of Organization of Greystone Development Company, L.L.C. and does hereby acknowledge and agree that it has withdrawn as a Member and a Manager of the Company.

Dated as of the 1st day of November, 1998.

THE CWD, L.L.C., an Alabama limited liability company

By:



Charles W. Daniel, Its Managing Member.

CONSENT OF MANAGER

Daniel Realty Corporation, an Alabama corporation, hereby joins in the execution of this Second Amendment to Articles of Organization of Greystone Development Company, L.L.C. in order to consent to its appointment as manager of said limited liability company.

Dated as of the 1st day of November, 1998.

DANIEL REALTY CORPORATION, an
Alabama corporation

By: 

Its: 

This instrument prepared by and
upon recording should be returned to:

Stephen R. Monk, Esq.
Bradley Arant Rose & White LLP
2001 Park Place, Suite 1400
Birmingham, Alabama 35203
(205) 521-8429

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