

FIRST AMENDMENT

TO

CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

THIS FIRST AMENDMENT is made and entered into as of the 12th day of February, 1999, by and among EJT Investments, Inc., an Alabama corporation (the "General Partner"), and Emma Jo Todd (the "Limited Partner"). The General Partner and the Limited Partner are sometimes referred to collectively as the "Partners."

RECITALS:

A. The Certificate and Agreement of Limited Partnership (the "Agreement") of the Todd Family Farm Limited Partnership (the "Partnership") were filed of record in the office of the Judge of Probate of Shelby County, Alabama in Volume 1998 at Page 01585 on January 15, 1998.

B. Concurrently with the execution of this Amendment, the Limited Partner has transferred a portion of her limited partnership units in the Partnership to Judith Todd Lucas and Randy W. Lucas (the "Assignees").

C. In connection with the transfers described in Recital B above, the Assignees have approved and adopted the Agreement.

D. The General Partner has unanimously approved the transfers described in Recital B above.

E. The Partners desire to execute this Amendment to evidence the transfers described in Recital B above.

NOW, THEREFORE, in consideration of the premises, the Partners hereby amend the Agreement as follows:

1. Partnership Units: Exhibit A to the Agreement is hereby deleted and the Exhibit A, which is attached to the Amendment, is hereby substituted in its place.

2. Full Force and Effect: Except as specifically hereby amended, the Agreement shall continue in full force and effect.

02/16/1999-06494
10:08 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CRH 16.00

Inst # 1999-06494

IN WITNESS WHEREOF, the Partners have set their hands as of the day and year first
above written.

GENERAL PARTNER:

EJT INVESTMENTS, INC.

By: Emma Jo Todd
Its President

LIMITED PARTNER:

Emma Jo Todd
Emma Jo Todd

EXHIBIT A

<u>Name and Address of Partner</u>	<u>Capital Contribution</u>	<u>Units Assigned</u>
General Partner:		
EJT Investments, Inc. 5501 Cahaba Valley Road Birmingham, Alabama 35242	An undivided 1% interest in the property shown on Exhibit A-1	1 GP Unit
Limited Partners:		
Emma Jo Todd 5501 Cahaba Valley Road Birmingham, Alabama 35242	An undivided 39% interest in the property shown on Exhibit A-1	39 LP Units
Judith Todd Lucas 5451 Cahaba Valley Road Birmingham, Alabama 35242	An undivided 50% interest in the property shown on Exhibit A-1	50 LP Units
Randy W. Lucas 5451 Cahaba Valley Road Birmingham, Alabama 35242	An undivided 10% interest in the property shown on Exhibit A-1	10 LP Units
Total		<u>100</u> Units

EXHIBIT A-1

A parcel of land situated in Section 23, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southeast corner of the NW $\frac{1}{4}$ and the SE $\frac{1}{4}$ of said Section 23, thence run in a westerly direction along the South line of said $\frac{1}{4}$ - $\frac{1}{4}$ section for a distance of 1,126.71 feet to a point; thence turn an angle to the right of $87^{\circ}02'30''$ and run in a northerly direction for a distance of 296.20 feet to a point; thence turn an angle to the left $87^{\circ}02'30''$ and run in westerly direction for a distance of 278.00 feet to an iron pin found at the point of beginning, said point of beginning being the Northeast corner of Lot 12 in Summer Place 2nd Sector as recorded in Map Book 17, on 132, in the Office of the Judge of Probate, Shelby County, Alabama; thence continue along lasted course in a westerly direction along the North line of said Lot 12 for a distance of 75.00 feet to a point; thence turn an angle to the right of $95^{\circ}54'56''$ and run in a northerly direction for a distance of 439.76 feet to a point; thence turn an angle to the left of $63^{\circ}34'38''$ and run in a northwesterly direction for a distance of 385.00 feet to a point; thence turn an angle to the right of $54^{\circ}51'11''$ and run in a northwesterly direction for a distance of 280.00 feet to a point on the Southerly right of way line of State Highway No. 119, also known as Cahaba Valley Road, said point also being on a curve to the right having a central angle of $11^{\circ}06'04''$ and a radius of 1,860.96 feet; thence turn an angle to the chord of said curve to the right of $85^{\circ}08'01''$ and run in a northeasterly direction along the arc of said curve and also along said Southerly right of way line for a distance of 360.56 feet to an iron pin found at the Northwest corner of Lot 1 in Murray Oaks Estates as recorded in Map Book 19, on Page 105, in the Office of the Judge of Probate, Shelby County, Alabama; thence turn an angle from the chord of last stated curve to the right of $94^{\circ}33'08''$ and run in a southerly direction along the West line of said Lot 1 for a distance of 235.60 feet to an iron pin found at the Southwest corner of said Lot 1; thence turn an angle to the left of $87^{\circ}35'41''$ and run in an easterly direction along the South line of Lots 1 and 2 in Murray Oaks Estates as recorded in Map Book 19, on Page 105, in the Office of the Judge of Probate, Shelby County, Alabama, for a distance of 893.97 feet to an iron pin found at the Northwest corner of Lot C in Brook Ridge Estates as recorded in Map Book 17, on Page 133, in the Office of the Judge of Probate, Shelby County, Alabama; thence turn an angle to the right of $136^{\circ}53'54''$ and run in a southwesterly direction along the Northwest line of Lots C, B and A in said Brook Ridge Estates for a distance of 458.49 feet to an iron pin found; thence turn an angle to the right of $6^{\circ}31'24''$ and run in a southwesterly direction along the Northwest line of said Lot A and also along the Northwest line of Lots 15, 14, and 13 in said Summer Ridge 2nd Sector for a distance of 708.98 feet to the point of beginning. Said parcel containing 11.96 acres more or less.

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