

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION GUIDELINES

INSTRUCTIONS:

STEP 1: THE NAME OF THE LIMITED LIABILITY COMPANY MUST CONTAIN THE WORDS LIMITED LIABILITY COMPANY, LLC OR L.L.C.

STEP 2: FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF ORGANIZATION IN THE COUNTY WHERE THE LLC'S REGISTERED OFFICE IS LOCATED. THE JUDGE OF PROBATE'S FILING FEE IS \$35 AND THE SECRETARY OF STATE'S FILING FEE IS \$40.

PURSUANT TO THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION.

Article I The name of the Limited Liability Company.

✓ Foresight Investors, LLC

Article II The duration of the Limited Liability Company is _____.

Article III The Limited Liability Company has been organized for the following purpose(s):

Purchase & Rental of property

Article IV The street address (NO PO BOX) of registered office ✓ 105 High Hampton Drive, Pelham, AL 35124 and the name of registered agent at that office Edwin Baldwin

Article V The names and addresses of the initial member(s), and, if any, organizer. (Attach additional sheets, where necessary.)

See Attached

Article VI If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of members or until their successors are elected and qualify.

See Sheets

Any provision, not inconsistent with the law, for the regulation of the internal affairs of the Limited Liability Company are permitted to be set out in the operating agreement of the LLC.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this, the 28 day of April, 1999.

THIS DOCUMENT PREPARED BY:

Melody M. Langdon

Edwin Baldwin
Signature of Member/Organizer

DLL-1.1 REV1/1/98

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Aug. 31, 2002
BONDED THRU NOTARY PUBLIC UNDERWRITERS

05/06/1999-19024
11:50 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
DOT THIS 80.00

Inst # 1999-19024

Foresight Investors, LLC

LIMITED LIABILITY COMPANY DATA SHEET

Date of Organization: April 28, 1999

State of Organization: Alabama

Principal place of Business: Pelham, Alabama

Officers:

Edwin Baldwin	Operating Manager
Sue Hall	Secretary
Catherine Baldwin	Treasurer

Bank Accounts:

Fiscal Year: January 1, 1999 to December 31, 1999

Annual Meeting Date: March 14,

<u>Members</u>	<u>Number of Units</u>
Edwin Baldwin	900
Catherine Baldwin	100
_____	_____
_____	_____

LOCATION OF COMPANY OUTFIT

Held at 105 High Hampton Dr. Pelham , Alabama 35124 Date

X	Minute Book	4-26-99
X	Unit Certificate Book	4-26-99
X	Unit Ledger	4-26-99
X	Seal	4-26-99

FILE IN OFFICE NOTEBOOK OF COMPANY CLIENTS

MINUTES OF FIRST MEETING
OF
MEMBERS

OF

Foresight Investors, LLC

The first meeting of the Members of the above captioned Limited Liability Company was held on the date, time and at the place set forth in the written Waiver of Notice signed by all the Members, fixing such time and place, and prefixed to the minutes of this meeting.

There were present the following:

Edwin Baldwin
Catherine Baldwin
Sue Hall – (By Phone)

Being all the Members. The meeting was called to order by Edwin Baldwin was Moved, seconded and unanimously carried that

Edwin Baldwin act as Temporary Chairman, and that

Sue Hall act as Temporary Secretary.

The meeting then proceeded to the election of managers. Upon nominations duly made and seconded, the following were elected and qualified:

Operating Manager	:	Edwin Baldwin
Secretary	:	Sue Hall
Treasurer	:	Catherine Baldwin

There was presented to the meeting a proposal to issue units of ownership in the Company. A discussion followed:

The banking arrangements of the Company were then discussed. After discussion, on motion duly made, seconded and carried, a proposed Secretarial Certificate to be furnished by the Secretary of the Company to First Commercial Bank and Edwin Baldwin was unanimously approved, and the resolutions set forth in such Secretarial Certificate were unanimously adopted. A conformed copy of such Secretarial Certificate was ordered annexed to the minutes of the meeting.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that upon receipt of consideration therefor certificates representing ownership in the company be issued by the Secretary as follows:

<u>Name and Address.</u>	<u>Interest in the Company.</u>
Catherine Baldwin 105 High Hampton Dr. Pelham, Al 35124	100 shares par - \$1.00 each
Edwin Baldwin 105 High Hampton Dr. Pelham, Al 35124	900 shares par - \$1.00 each

and it was further

RESOLVED, that the managers of the Company be, and they hereby are, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with carrying the foregoing resolutions into effect.

There being no further business to come before the meeting, upon motion duly made,
seconded and unanimously carried, the same was adjourned.

Joe D. Hall
Secretary

Attest:

Members:

Edwin A. Alderi
Arthur Baldwin
Joe D. Hall

WAIVER OF NOTICE OF ANNUAL MEETING OF MEMBERS

OF

Sue Hall, Edwin Baldwin, Catherine Baldwin

WE, the undersigned, being all the member of the Company, hereby agree and consent that the annual meeting of members of the Company be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

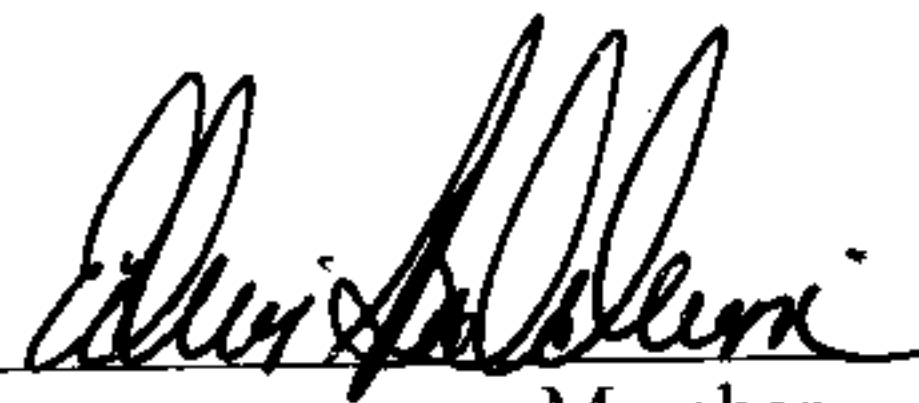
We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by any member present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

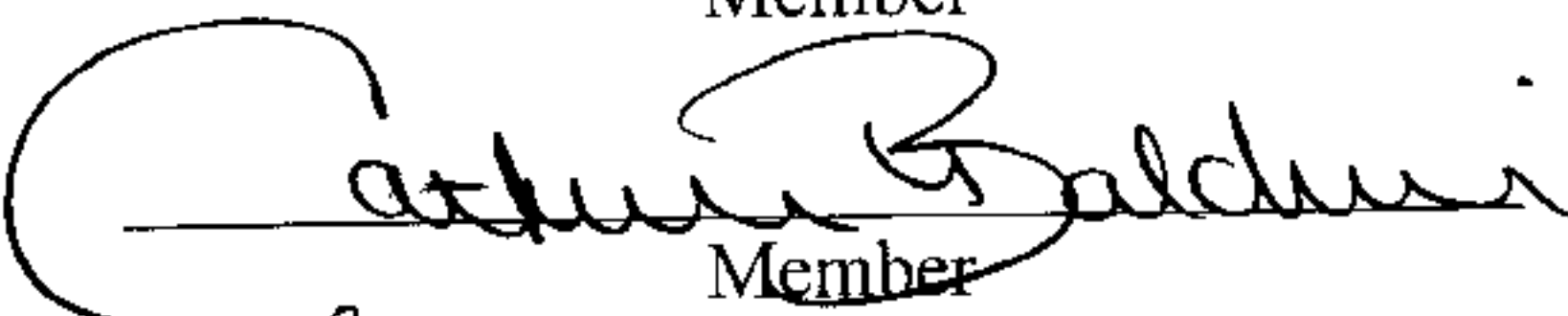
Place of Meeting : 105 High Hampton Drive Pelham, Alabama

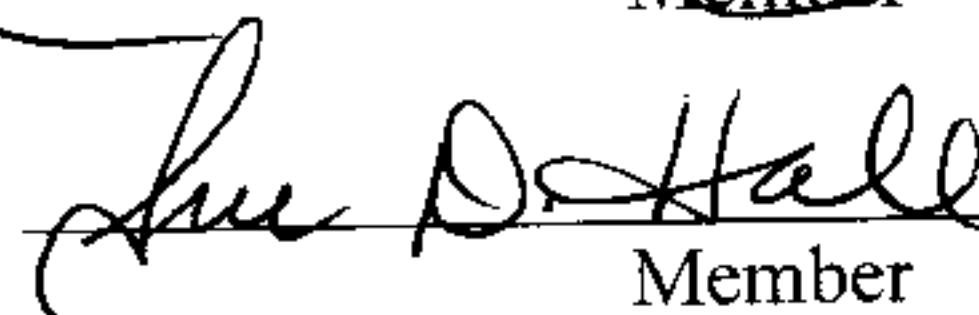
Date of Meeting : 4-26-99

Time of Meeting : 7:30 PM

Dated: 4-25-99


Member


Member


Member

MEMBERSHIP ROLL

NAME EDWIN BALDWIN
ADDRESS 105 HIGH HAMPTON DRIVE PELHAM, AL 35124
TELEPHONE 205-663-0892

NAME CATHERINE BALDWIN
ADDRESS 105 HIGH HAMPTON DRIVE PELHAM, AL 35124
TELEPHONE 205-663-0892

NAME SUE HALL
ADDRESS 24422 NICOBAR LANE PUNTA GORDA, FLA 33955
TELEPHONE 941-637-1915

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Inst # 1999-19024

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SHELBY COUNTY JUDGE OF PROBATE
007 KMS 80.00