

**ARTICLES OF ORGANIZATION
OF
HYLTON, LLC**

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, desiring to form a limited liability company under the Alabama Limited Liability Company Act, adopt the following Articles of Organization for the limited liability company:

1. The name of the Limited Liability Company shall be HYLTON, LLC.
2. The duration of the Limited Liability Company shall be perpetual.
3. The purpose for which the Limited Liability Company is organized is to transact any and all lawful business for which a limited liability company may be organized under the laws of the State of Alabama specifically including real estate investments, development and sales.
4. The location of the initial registered office of the Limited Liability Company shall be 461 Hylton Road, Wilsonville, Al 35186, and the name of its initial registered agent at that address is ALBERT E. HYLTON.

5. The name and mailing address of the initial member is as follows:

ALBERT E. HYLTON	461 Hylton Road Wilsonville, AL 35186
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6. The name and business address of the initial Manager is as follows:

ALBERT E. HYLTON	461 Hylton Road Wilsonville, AL 35186
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7. With the consent of the member, any Person or Entity acceptable to the Member may, subject to the terms and conditions of the Operating Agreement: (i) become an Additional Member in this Company by the sale of new Company Interests for consideration as the Member shall determine, or (ii) become a Substitute Member as a transfer of a Member's Interest or any portion thereof.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name on this the 3 day of June, 1999.

Member:


ALBERT E. HYLTON

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SHELBY COUNTY JUDGE OF PROBATE
001 NMS 80.00

Inst # 1999-25711