

ARTICLES OF ORGANIZATION
OF
McMAHON HIGHLANDS, LLC

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

The undersigned, for the purpose of forming a limited liability company (the "Company") pursuant to the provisions of the Alabama Limited Liability Company Act (the "Act"), Section 10-12-1, et seq., Code of Alabama (Supp. 1998), does hereby certify as follows:

1. **NAME.** The name of the Company is:

McMahon Highlands, LLC

2. **DURATION.** The period of the Company's duration shall be perpetual, provided that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in the Operating Agreement of the Company.

3. **PURPOSES.** The Company has been organized for the purpose of transacting any lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at such address are as follows:

W. Larry Clayton
180 Applegate Circle
Pelham, Alabama 35124

5. **INITIAL MEMBER.** The name and mailing address of the initial Member of the Company is as follows:

NAME

Creed Development, LLC

ADDRESS

180 Applegate Circle
Pelham, Alabama 35124
Attn: W. Larry Clayton

03/13/2000-07873
09:52 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 HHS 80.00

Inst # 2000-07873

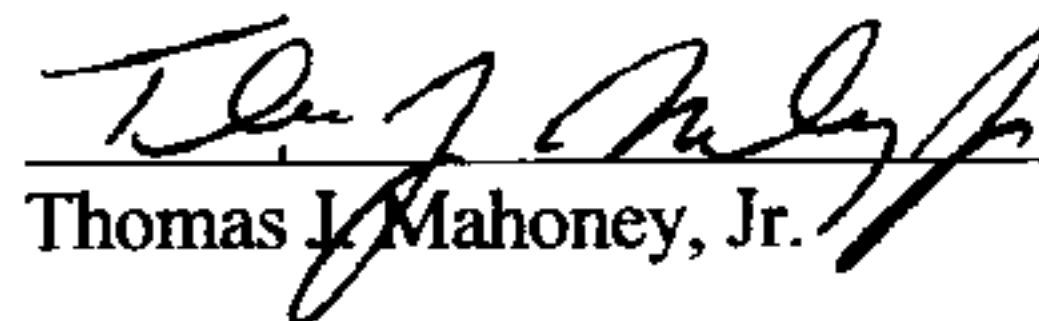
6. **ADDITIONAL AND SUBSTITUTE MEMBERS.** Any new or substitute Members shall be admitted to the Company only in accordance with the Operating Agreement of the Company.

7. **CESSATION OF MEMBERSHIP OF ALL MEMBERS.** The cessation of membership of all Members will result in the dissolution of the Company unless the holders of all the financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last Member, to continue the legal existence and business of the Company and to appoint one or more new Members.

8. **MANAGEMENT OF THE COMPANY.** Management of the Company is vested in its Manager pursuant to the Act. The name and address of the initial Manager who is to serve until his successor is elected and begins serving is:

W. Larry Clayton
180 Applegate Circle
Pelham, Alabama 35124

IN WITNESS WHEREOF, the undersigned, acting as Organizer of the Company, has executed these Articles of Organization on this the 10th day of March, 2000.


Thomas J. Mahoney, Jr.