

**ARTICLES OF DISSOLUTION**

**BY CONSENT OF ALL SHAREHOLDERS**

**OF**

**SHELBY HOMES, INC.**

Pursuant to the provisions of Ala. Code § 10-2B-14.03, the undersigned officer of the Corporation hereinafter named, hereby executes for this Corporation the following Articles of Dissolution:

**FIRST:** The name of the Corporation is **SHELBY HOMES, INC.**, an Alabama Corporation.

**SECOND:** Dissolution of this Corporation was authorized by unanimous written consent of all Shareholders on April 10, 2000.

**THIRD:** Shareholders' Unanimous Written Consent To Dissolution of SHELBY HOMES, INC., under Ala. Code § 10-2B-14.02(f), is attached as Exhibit "A" and incorporated by reference as an integral part hereof.

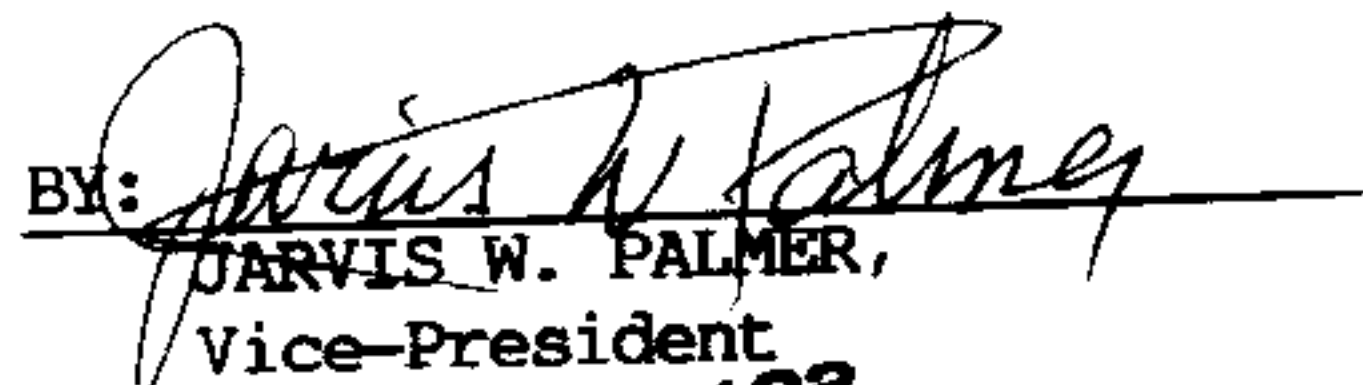
**FOURTH:** All known debts, obligations and liabilities of the Corporation have been paid and discharged or adequate provisions have been made therefor.

**FIFTH:** All the remaining property and assets of the Corporation have been distributed to all its Shareholders in accordance with their respective rights and interests.

**SIXTH:** There is one suit pending against the Corporation in the Circuit Court of Shelby County, Alabama, Civil Action Case Number CV 2000-11, styled: Alicia Diane Holcombe Church, etc. vs. Mike Kent, et al., for which adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against this Corporation in such pending suit.

Signed this 10 day of April, 2000.

SHELBY HOMES, INC.

BY:   
JARVIS W. PALMER,  
Vice-President

Inst # 2000-12492

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SHELBY COUNTY JUDGE OF PROBATE  
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SHELBY HOMES, INC.  
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STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned, a Notary Public for the State of Alabama at Large, hereby certify that JARVIS W. PALMER, whose name is signed to the foregoing Articles of Dissolution, and who is known to me to be the Vice-President of SHELBY HOMES, INC., an Alabama Corporation, the Corporation that executed the foregoing Articles of Dissolution, acknowledged before me on this day, that, being informed of the contents of the Articles of Dissolution, he as such officer and with full authority, executed the same voluntarily for and as the act of said Corporation.

Given under my hand and official seal this 10th day of April, 2000.

  
\_\_\_\_\_  
Notary Public  
Robert O. Driggers

MY COMMISSION EXPIRES 5/11/02

SHAREHOLDERS' UNANIMOUS WRITTEN CONSENT TO DISSOLUTION  
OF

SHELBY HOMES, INC.

Pursuant to the provisions of Ala. Code § 10-2B-14.02(f), the undersigned, being all the Shareholders of SHELBY HOMES, INC., an Alabama Corporation, do hereby consent to the dissolution of this Corporation, winding up of its affairs, application of its assets to the payment of its debts and obligations, and the distribution of its remaining assets to the Shareholders.

Signed this 10th day of April, 2000.

SHELBY HOMES, INC.

BY: F. Reid Long  
F. REID LONG, Shareholder

BY: Jarvis W. Palmer  
JARVIS W. PALMER, Shareholder

CERTIFICATE

The undersigned, JARVIS W. PALMER, Secretary of SHELBY HOMES, INC., an Alabama Corporation, hereby certifies that the names signed to the foregoing Shareholders' Unanimous Written Consent to Dissolution of SHELBY HOMES, INC., constitute all the Shareholders of this Corporation.

Jarvis W. Palmer  
JARVIS W. PALMER, Secretary

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