

**ARTICLES OF ORGANIZATION
OF
THE MEADOWS, L.L.C.**

Pursuant to the Provisions of Act No. 93-724 of the 1993 Alabama Legislature, the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I

NAME

The name of the Limited Liability Company shall be "THE MEADOWS, L.L.C.".

ARTICLE II

DURATION

The period of duration shall be perpetual.

ARTICLE III

PURPOSES

The Limited Liability Company has been organized for the following purposes:

1. To acquire and develop real estate, for the purpose of developing, selling, trading or leasing.
2. Any other purpose which may be legal for limited liability companies to do in the State of Alabama, and which are not required to be specifically set forth herein.

ARTICLE IV

REGISTERED AGENT/OFFICE

The location and street address of the initial registered office shall be:

168 Chestnut Lane
Helena, Alabama 35080
SHELBY COUNTY

Inst # 2000-35035

10/05/2000-35035
09:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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The name of its registered agent at such address shall be:
Albert L. Weber

ARTICLE V

INITIAL MEMBERS

The names and addresses of the initial members and ownership interests herein are:

- | | | |
|----|---|------------|
| 1. | Albert L. Weber
168 Chestnut Lane
Helena, AL 35080 | 16.666666% |
| 2. | Ben Chenault
2024 Woodsorrel Drive
Birmingham, AL 35244 | 16.666666% |
| 3. | Carlton Denard
2308 Fraim Dr.
Pell City, AL 35128 | 16.666666% |
| 4. | John Fitts
679 Hwy. 13
Helena, AL 35080 | 5.00% |
| 5. | Johnston Investments, L.L.C.
3200 6th Ave. South
Birmingham, AL 35222 | 5.00% |
| 6. | French Forbes
2624 Acton Rd.
Birmingham, AL 35243 | 5.00% |
| 7. | Ted Springer
3501 Ridgeview Dr.
Birmingham, AL 35210 | 5.00% |
| 8. | Vann Cook, Jr.
316 Virginia Dr.
Trussville, AL 35173 | 5.00% |
| 9. | Harry J. & Nina Hamilton
118 Foxhollies Blvd.
Bessemer, AL 35022 | 10.00% |

- | | | |
|-----|--|-------|
| 10. | Harry W. Horn
754 Mifflin X Road
Bloomsburg, PA 17815 | 5.00% |
| 11. | Patricia K. Horn
754 Mifflin X Road
Bloomsburg, PA 17815 | 5.00% |
| 12. | Jason Klug
490 Scotch Valley Dr.
Bloomsburg, PA 17815 | 5.00% |

ARTICLE VI

MANAGER

The Limited Liability Company shall be managed by a manager. The name and address of the person who shall serve as manager is:

Albert L. Weber
168 Chestnut Lane
Helena, AL 35080

Said manager shall serve until the first annual meeting of members or until a successor is duly elected and installed.

ARTICLE VII

ADDITIONAL MEMBERS

No additional members shall be admitted to membership in the Limited Liability Company, except by majority vote of the initial members.

ARTICLE VIII

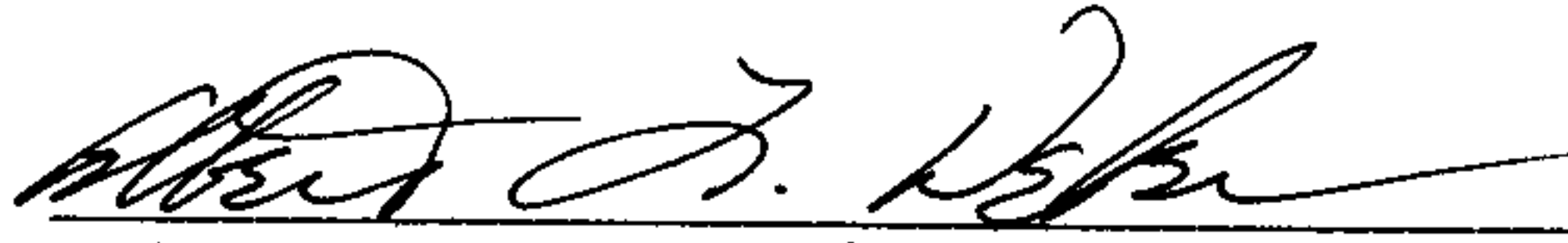
RIGHT TO CONTINUE BUSINESS

The Limited Liability Company shall have the right to continue business after an event of dissociation of one or more members, so long as at least two members remain.


IN WITNESS THEREOF, the undersigned members have executed these Articles of Organization, on this, 5 day of June 2000.

THIS DOCUMENT PREPARED BY:

Stan Downey
Attorney At Law
2711 Moody Parkway
Moody, AL 35004
Ph. (205) 640-6200



ALBERT L. WEBER


BEN CHENAULT



CARLTON DENARD

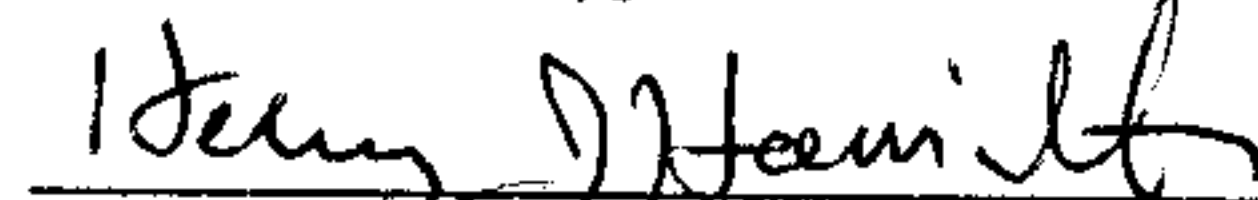

JOHN FITTS


JOHNSTON INVESTORS, LLC
BY: 



FRENCH FORBES



TED SPRINGER



VANN COOK, JR.


HENRY J. HAMILTON


NINA HAMILTON


HARRY W. HORN


PATRICIA K. HORN


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