

STATE OF ALABAMA)
COUNTY OF SHELBY)

Member Managed

**ARTICLES OF ORGANIZATION
OF
BELLE ARBOR LLC**

Pursuant to the provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), as amended, the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is **BELLE ARBOR LLC** (the "Company").

ARTICLE II

Duration

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act") or the Operating Agreement of the Company.

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) To market, promote, distribute, and sell any goods or materials used in the construction, building, and improvement of real and personal property;
- (b) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, develop, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to manage, market, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein, and to engage in any and all business activities related to or incidental thereto; and

(c) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent

The location and mailing address of the initial registered office of the Company shall be 2224 Cahaba Valley Drive, Suite B-3, Birmingham, Alabama 35242, and the name of its registered agent at such address shall be Alan Howard.

ARTICLE V

Initial Members

The name and address of the initial Member are:

HPHB LLC
2224 Cahaba Valley Drive
Suite B-3
Birmingham, Alabama 35242

ARTICLE VI

Organizer

The name and address of the organizer are:

Gene T. Price
Burr & Forman LLP
Suite 3100 SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203

ARTICLE VII

Admission of Additional Members

Upon the unanimous consent of the Member(s), the Company may permit the admission of additional Members, and the terms and conditions of their admission are set forth in the Operating Agreement of the Company.

ARTICLE VIII

Cessation of Membership

The cessation of one or more members will not result in the dissolution of the Company.

ARTICLE IX

Regulation of Internal Affairs

The provisions for the regulation of the internal affairs of the Company are set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 4th day of April, 2001 by the undersigned Organizer, who affirms that the statements made herein are true under the penalties of perjury.

ORGANIZER:



Gene T. Price

This document was prepared by:
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