

*Certified
copy*

This instrument prepared by:

Kathryn S. Carver, Esq.
1000 Urban Center Drive, Suite 250
Birmingham, AL 35242

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Inst # 2001-36066

**ARTICLES OF ORGANIZATION
OF
LEGACY PLACE, LLC**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby files the following Articles of Organization with the probate office in which the initial registered office of the limited liability company will be located, and hereby affirms the facts stated herein are true and correct:

ARTICLE I
Name

The name of the limited liability company is Legacy Place, LLC (the "Company").

ARTICLE II
Duration

The term of the Company shall be perpetual from the date of the filing of these Articles of Organization with the probate office of the county in which the initial principal office of the Company is located, unless the Company is earlier dissolved in accordance with the Alabama Limited Liability Company Act.

ARTICLE III
Purposes

The purpose or purposes for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Alabama Limited Liability Company Act.

ARTICLE IV
Registered Office; Registered Agent

The location and mailing address of the initial registered office of the Company is 530 Beacon Parkway West, Suite 700, Birmingham, Alabama 35209, and the name of its initial registered agent at such address is William B. Long.

08/23/2001-36066
09:18 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CH 20.00

ARTICLE V
Initial Member

The name and address of the sole initial member of the Company is as follows:

<u>Name</u>	<u>Address</u>
Chestnut Ridge, LLC, an Alabama limited liability company	1950 Stonegate Drive, Suite 150 Vestavia Hills, Alabama 35242

ARTICLE VI
Organizer

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
Mark L. Marlow	1950 Stonegate Drive, Suite 150 Vestavia Hills, Alabama 35242

ARTICLE VII
Admission of Additional Members

The initial member of the Company shall have the right to admit additional members to the Company but only upon the unanimous written consent of the then existing Members of the Company.

ARTICLE VIII
Cessation of Membership

Upon the cessation of membership of a Member in the Company, if there are no remaining Members, the Company shall be dissolved and the affairs of the Company shall be wound up unless the holders of all the financial rights in the Company agree in writing, within 90 days after the cessation of membership of said last Member, to continue the legal existence and business of the Company and to appoint one or more new Members, and the legal existence and business of the Company is continued and one or more new Members are appointed as additional Members in the manner stated herein.

ARTICLE IX
Managers

The Company shall be managed by one (1) manager, and the name and address of the person who is to serve as manager until his successor is appointed and begins serving is as follows: Mark L. Marlow, with an address of 1950 Stonegate Drive, Suite 150, Birmingham, Alabama 35242.

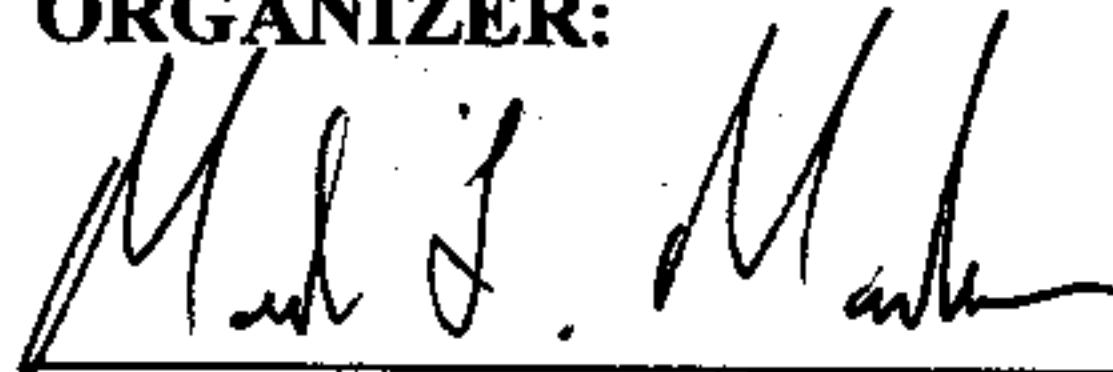
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ARTICLE X
Internal Affairs

The regulation of the internal affairs of the Company shall be conducted in accordance with the provisions of the Alabama Limited Liability Company Act, as the same may be amended from time to time.

IN WITNESS WHEREOF, these Articles have been subscribed on this the first day of August, 2001, by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

ORGANIZER:

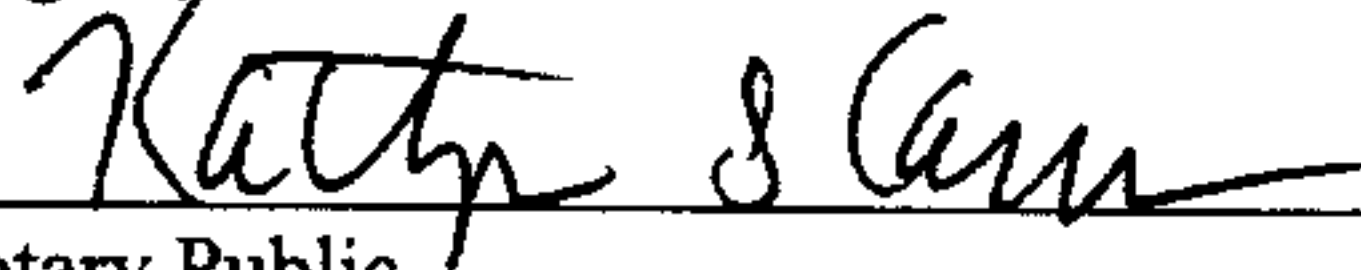


Mark L. Marlow

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned Notary Public in and for said County in said State, hereby certify that Mark L. Marlow, whose name as Organizer of Legacy Place, LLC, an Alabama limited liability company, is signed to the foregoing Articles of Organization, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Organization, he executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand this 1st day of August, 2001.



Notary Public


My Commission Expires: 1/14/03

legacy place, llc/articles of organization.doc

State of Alabama - Jefferson County
I certify this instrument filed on:
2001 AUG 02 A.M. 11:36

Recorded and \$	Mtg. Tax
and \$ 36.00	Deed Tax and Fee Amt. 36.00
\$	Total \$

MICHAEL F. BOLIN, Judge of Probate



200109/8288

State of Alabama
Jefferson County

I, the Undersigned, as Judge of Probate in and for
said County, in said State, hereby certify that the
foregoing is a full, true and correct copy of the
instrument with the filing of same as appears of
record in this office in vol 200109 page 8289

Given under my hand and official seal, this the 22nd
day of August, 2001.

Michael F. Baker
Judge of Probate

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08/23/2001-36066
09:18 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CH 20.00