

11/05/2001-47620

This Instrument Prepared By:

Richard A. Pizitz, Jr.
Attorney At Law
Berkowitz, Lefkovits, Isom & Kushner
A Professional Corporation
420 N. 20th Street, Suite 1600
Birmingham, Alabama 35203

**FIRST AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
TIMBERLINE DEVELOPMENT, LLC**

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

Pursuant to the provisions of the Code of Alabama § 10-12-11 (1999), Timberline Development, LLC (the "Company") hereby adopts the following First Amendment to its Articles of Organization:

1. The name of the Company is:

Timberline Development, LLC

2. The original Articles of Organization of the Company were filed in the office of the Probate Judge of Shelby County on October 30, 2001, as Instrument Number 2001-46736.

3. The amendment so adopted is:

FIRST: Article 9 of the original Articles of Organization is hereby amended by deleting such Article 9 in its entirety and substituting the following in lieu thereof:

9. MANAGEMENT BY MANAGER. The Company shall be managed by a manager. The name and mailing address of the initial manager, who is to serve until his successor is elected and begins serving, are:

W. Larry Clayton
P. O. Box 602
Helena, Alabama 35080

SECOND: Except as hereinabove amended, the Articles of Organization of the Company are continued in full force and effect.

11/05/2001-47620
01:15 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CH 15.00

IN WITNESS WHEREOF, the undersigned, being the sole Member of the Company, has executed this First Amendment to Articles of Organization of Timberline Development, LLC on this the 2 day of Nov, 2001.

GOLF COURSE REALTY DEVELOPMENT, LLC

By: Creed Development, LLC
Its Authorized Member

By: W. Larry Clayton
W. Larry Clayton, Manager

Inst # 2001-47620

504251v1
035918-002602

11/05/2001-47620
01:15 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CH 15.00