

This Instrument Prepared By:

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Berkowitz, Lefkovits, Isom & Kushner
A Professional Corporation
420 N. 20th Street, Suite 1600
Birmingham, Alabama 35203

Inst. # 2001-47623

**FIRST AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
TIMBERLINE GOLF CLUB, 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 Golf Club, LLC (the "Company") hereby adopts the following First Amendment to its Articles of Organization:

1. The name of the Company is:

Timberline Golf Club, LLC

2. The original Articles of Organization of the Company were filed in the office of the Probate Judge of Shelby County on August 23, 2001, as Instrument Number 2001-36153.

3. The amendments so adopted are:

FIRST: Article 6 of the original Articles of Organization is hereby amended by deleting such Article 6 in its entirety and substituting the following in lieu thereof:

6. INITIAL MEMBER. The name and mailing address of the initial Member of the Company are:

NAME

ADDRESS

Golf Course Realty Development, LLC

P.O. Box 602
Helena, Alabama 35080

SECOND: 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

11/05/2001-47623
01:22 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CH 15.00

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

IN WITNESS WHEREOF, the undersigned, being the sole Member of the Company, has executed this First Amendment to Articles of Organization of Timberline Golf Club, 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