

**STATE OF ALABAMA  
COUNTY OF SHELBY**

**ARTICLES OF ORGANIZATION  
of  
AUTUMN CREST, LLC**

Inst # 2002-05206  
01/30/2002-05206  
04:08 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 CH 80.00

We, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Limited Liability Company is Autumn Crest, LLC.
2. The existence of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue until December 31, 2051, provided, however, that the Limited Liability Company shall be dissolved prior to such date (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.
3. The purpose for which this Limited Liability Company is organized is to buy and sell real estate and to engage in all other business permitted under the laws of the State of Alabama.
4. The location and mailing address of the initial registered office shall be 320 Joseph Drive, Columbiana, Alabama 35051, and the name of the initial registered agent at this address shall be J. Anthony Joseph.
5. The names and mailing addresses of the initial members in the Limited Liability Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
✓ J. Anthony Joseph	320 Joseph Drive Columbiana, AL 35051
Calaronan Development Corp., a corporation	320 Joseph Drive Columbiana, AL 35051
Autumn Lakes, LLC	1960 Bentbrook Lane Sylacauga, AL 35150

6. The members of the Limited Liability Company shall have the right to admit additional members to the Limited Liability Company upon the unanimous consent of all the members of the Limited Liability Company.

7. The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted; and (ii) the legal existence and business of the Limited Liability Company is continued by a written consent of all the remaining members within ninety (90) days after the occurrence of the event of dissociation.

8. The Limited Liability Company shall be managed by the Managing Members as set out in the Operating Agreement. Autumn Crest, LLC, its ownership, division of profits, managements, records and accounting, and operations shall all be subject to and in accord with the terms, provisions, and conditions of that certain agreement designated "Autumn Crest Agreement" entered into on September 24, 2001 between J. Anthony Joseph, Calaronan Development Corp., a corporation, and Autumn Lakes, LLC which is incorporated by reference and made part and parcel hereof.

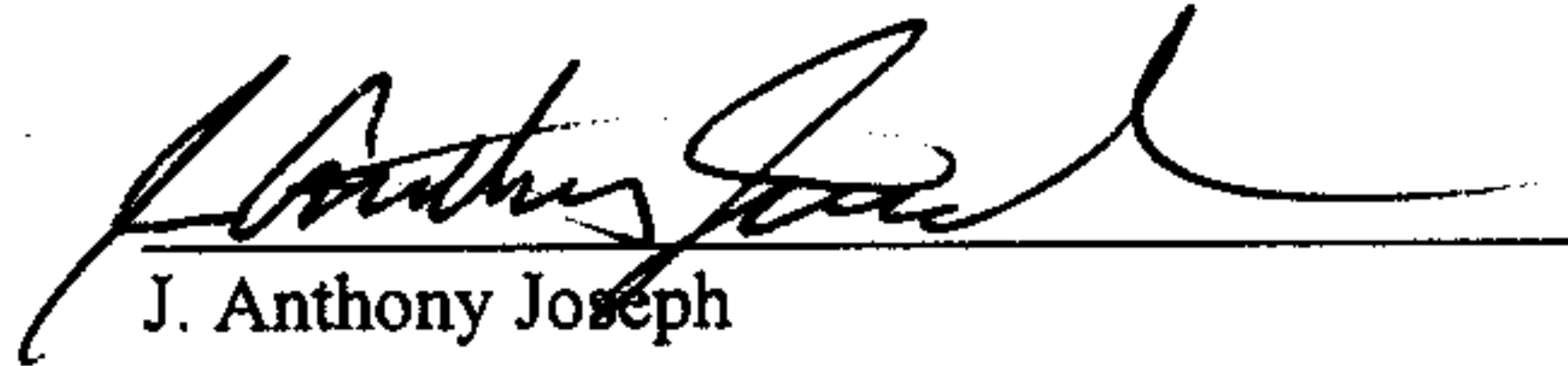
9. Except as provided herein or in the Operating Agreement, a Member's interest in the Company is not subject to transfer. Any Member who desires to sell or otherwise transfer his share and interest in the Company shall obtain the consent of all other Members in writing prior to such transfer. When allowed, the transferee shall be entitled only to the transferring Member's proportionate share of the capital and profits of the company but shall have no other rights, unless later elected by the Members to be a Member.

10. A manager of the Limited Liability Company shall not be liable to the Limited Liability Company or its Members for monetary damages for an act or omission in the manager's capacity as a manager, except that this paragraph 10 does not eliminate or limit the liability of a manager to the extent the manager is found liable for (i) a breach of the manager's duty of loyalty to the Limited Liability Company or its Members; (ii) an act or omission not in good faith that constitutes a breach of duty of the manager to the Limited Liability Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of a manager is expressly provided by an applicable statute. Any repeal or amendment of this paragraph 10 by the Members of the Limited Liability Company shall be prospective only and shall not adversely affect any limitation on the liability of a manager of the Limited Liability Company existing at the time of such repeal or amendment.

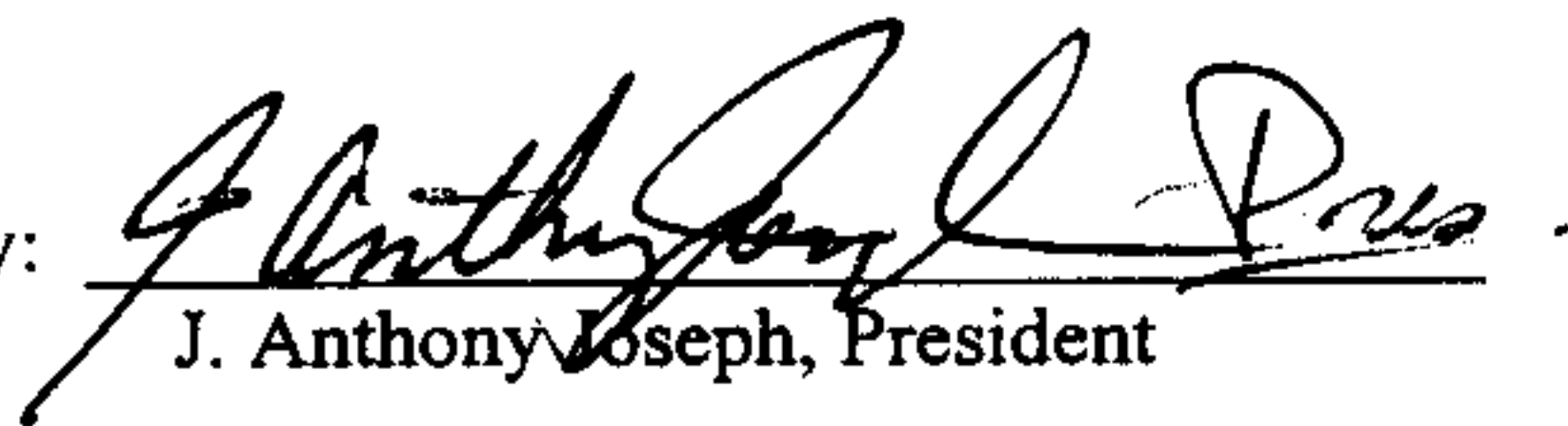
**[SIGNATURES ON FOLLOWING PAGE]**

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this \_\_\_\_\_ day of October, 2001.

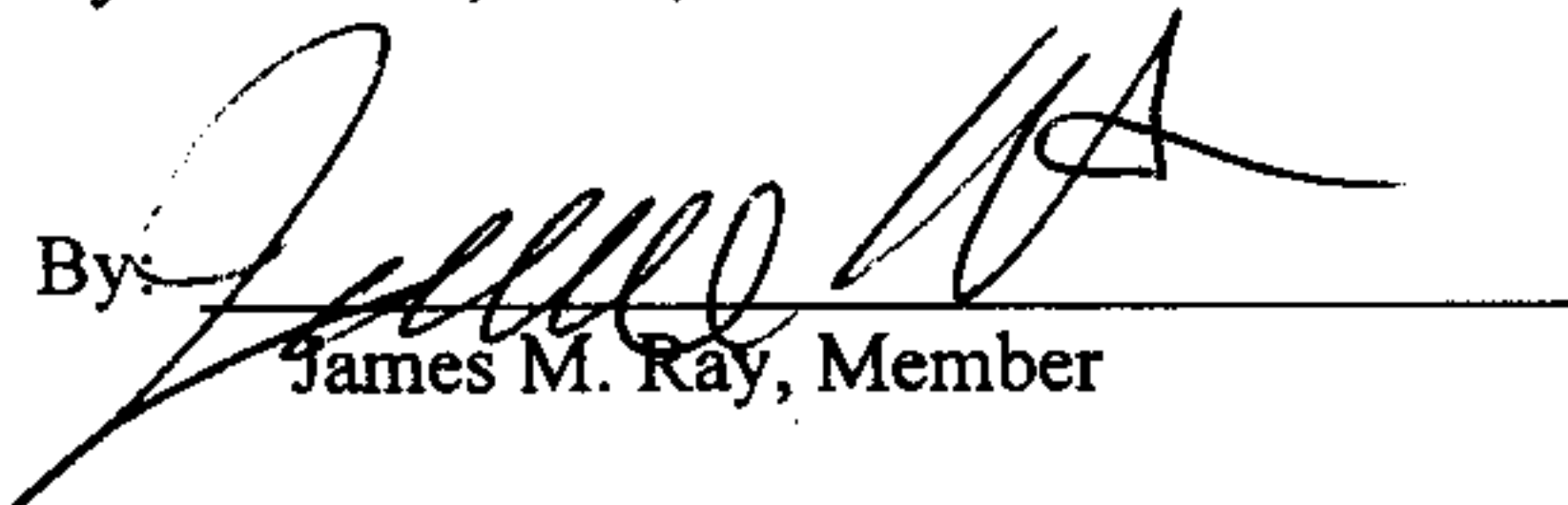
MEMBERS:

  
J. Anthony Joseph

**Calaronan Development Corp.,**  
a corporation

By:   
J. Anthony Joseph, President

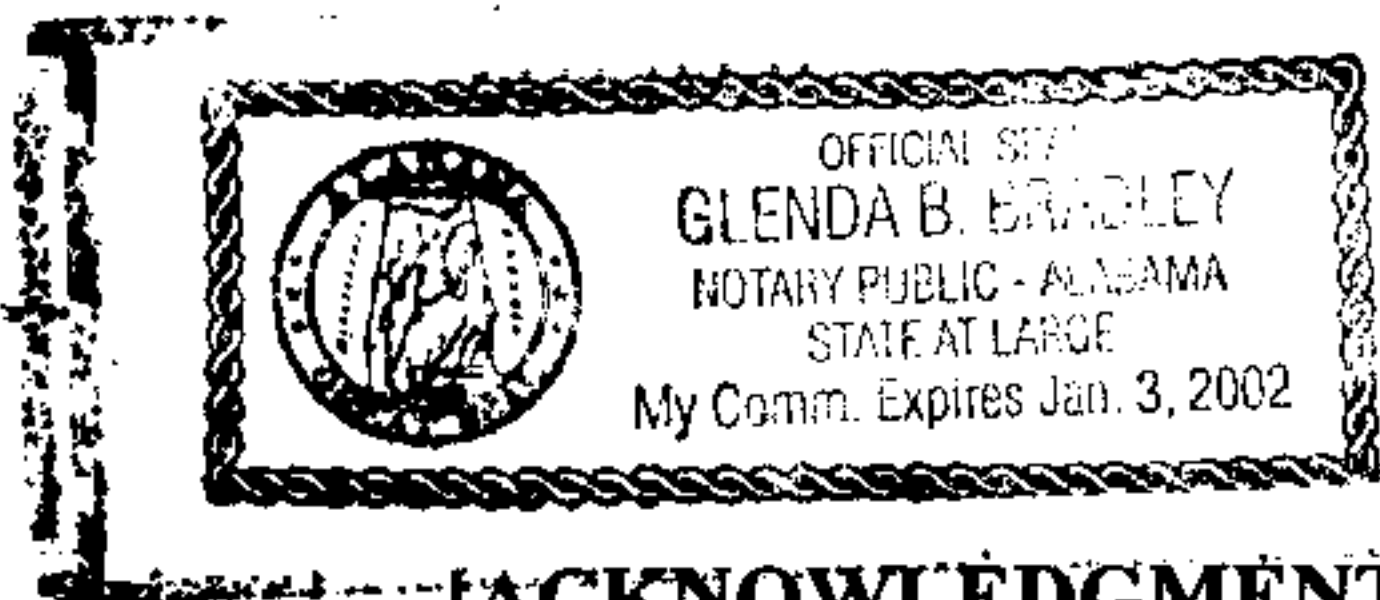
**Autumn Lakes, LLC**  
By: R&R, LLC, Member


By:   
James M. Ray, Member

**STATE OF ALABAMA )**  
**COUNTY OF SHELBY )**

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that **J. Anthony Joseph**, whose name is signed on the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of the foregoing instrument he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 30 day of October, 2001.



  
Notary Public  
My Commission Expires: 1-3-2002

[ACKNOWLEDGMENTS CONTINUED ON FOLLOWING PAGE]

**STATE OF ALABAMA )  
COUNTY OF SHELBY )**

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that **J. Anthony Joseph**, whose name as Member of **Calaronan Development Corp.**, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me, on this day, that, being informed of the contents of such instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 30 day of October, 2001.

  
Notary Public

**STATE OF ALABAMA  
COUNTY OF SHELBY**

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that **James M. Ray**, whose name as Member of **Autumn Lakes, LLC**, an Alabama Limited Liability Company, is signed to the foregoing instrument and who is known to me, acknowledged before me, on this day, that, being informed of the contents of such instrument, he, as such Member and with full authority, executed the same voluntarily for and as the act of said Limited Liability Company.

Given under my hand and official seal, this the 30 day of October, 2001.

  
Notary Public

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