

STATE OF ALABAMA)

COUNTY OF SHELBY)

**ARTICLES OF ORGANIZATION
OF
HIGHPOINT PROPERTIES OF ALABAMA, 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 file the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

The name of the limited liability company is HighPoint Properties of Alabama, LLC (hereinafter referred to as the "Company").

ARTICLE II

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama until the first to occur of the following:

- (a) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time; or
- (b) Upon the written unanimous consent of all the members of the Company.

ARTICLE III

The purpose for which the Company is organized is to engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.

ARTICLE IV

The location and mailing address of the initial registered office of the Company shall be 3047 Highland Lakes Road, Birmingham, Alabama 35242. The initial registered agent for service of process at the foregoing address shall be Ben Chenault, Jr.

ARTICLE V

The names and mailing addresses of the initial members of the Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Ben Chenault, Jr.	3047 Highland Lakes Road Birmingham, Alabama 35242
Ben Chenault, Sr.	2024 Wood Sorrell Birmingham, Alabama 35244

ARTICLE VI

The name and mailing address of the Organizer of the Company is Ben Chenault, Jr., 3047 Highland Lakes Road, Birmingham, Alabama 35242.

ARTICLE VII

The members of the Company shall have the right to admit additional members to the Company pursuant to the terms and provisions of the Operating Agreement of the Company.

ARTICLE VIII

The members of the Company shall have the right to continue the business of the 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 Company if there is at least one remaining member.

ARTICLE IX

The Company shall be managed by one or more managers. The name and mailing address of the manager who is to serve as manager until his successors are elected and begin serving is as follows:

NAME

MAILING ADDRESS

Ben Chenault, Jr.

3047 Highland Lakes Road
Birmingham, Alabama 35242

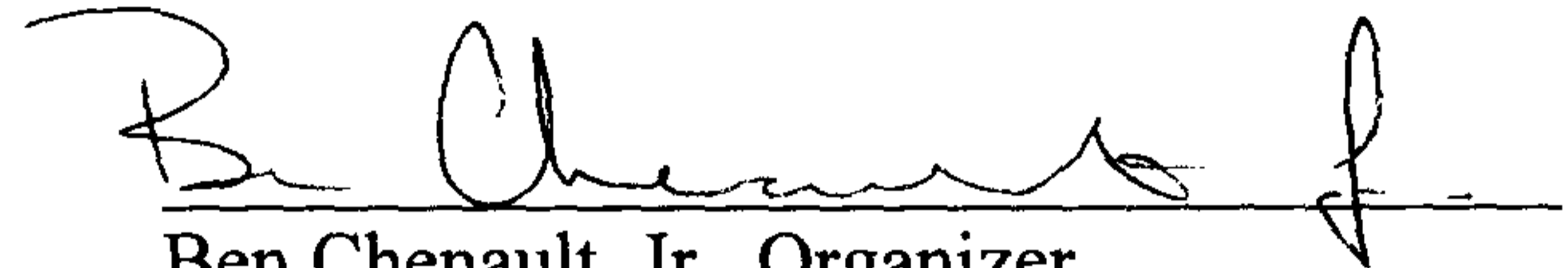
Ben Chenault, Sr.

2024 Wood Sorrell
Birmingham, Alabama 35244


ARTICLE X

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned, constituting the Organizer of the Company, has executed these Articles of Organization this the 15th day of July, 2002.


Ben Chenault, Jr., Organizer

This instrument prepared by:

 R. Shan Paden, Esq.
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