


STATE OF ALABAMA     )  
COUNTY OF SHELBY    )

  
20021230000651730 Pg 1/2 15.00  
Shelby Cnty Judge of Probate, AL  
12/30/2002 14:25:00 FILED/CERTIFIED

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
STERLING COMPANIES, LLC**

We, the undersigned, having formed Sterling Companies, LLC, by instrument dated August 21, 1996 and recorded August 27, 1996, wish to amend and restate the Articles of Organization in order to provide for management by Managers and hereby amend and restate the Articles of Organization effective January 1, 2002, as follows:

1. The name of the Limited Liability Company is Sterling Companies, LLC.
2. The existence of the Limited Liability Company shall commence on August 27, 1996, the date of the filing of the Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, in Instrument No. 08/27/1996-28008, and shall continue for fifty (50) years, 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 the construction and sale of residential housing and to engage in all other business permitted under the laws of the state of Alabama.
4. The location and mailing address of the registered office shall be 820 Shades Creek Parkway, Suite 2300, Birmingham, Alabama 35209, and the name of the initial registered agent at said address shall be Ingram D. Tynes.
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>
Ingram D. Tynes	820 Shades Creek Parkway, Suite 2300 Birmingham, AL 35209
Tynes Development Corporation	820 Shades Creek Parkway, Suite 2300 Birmingham, AL 35209

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.

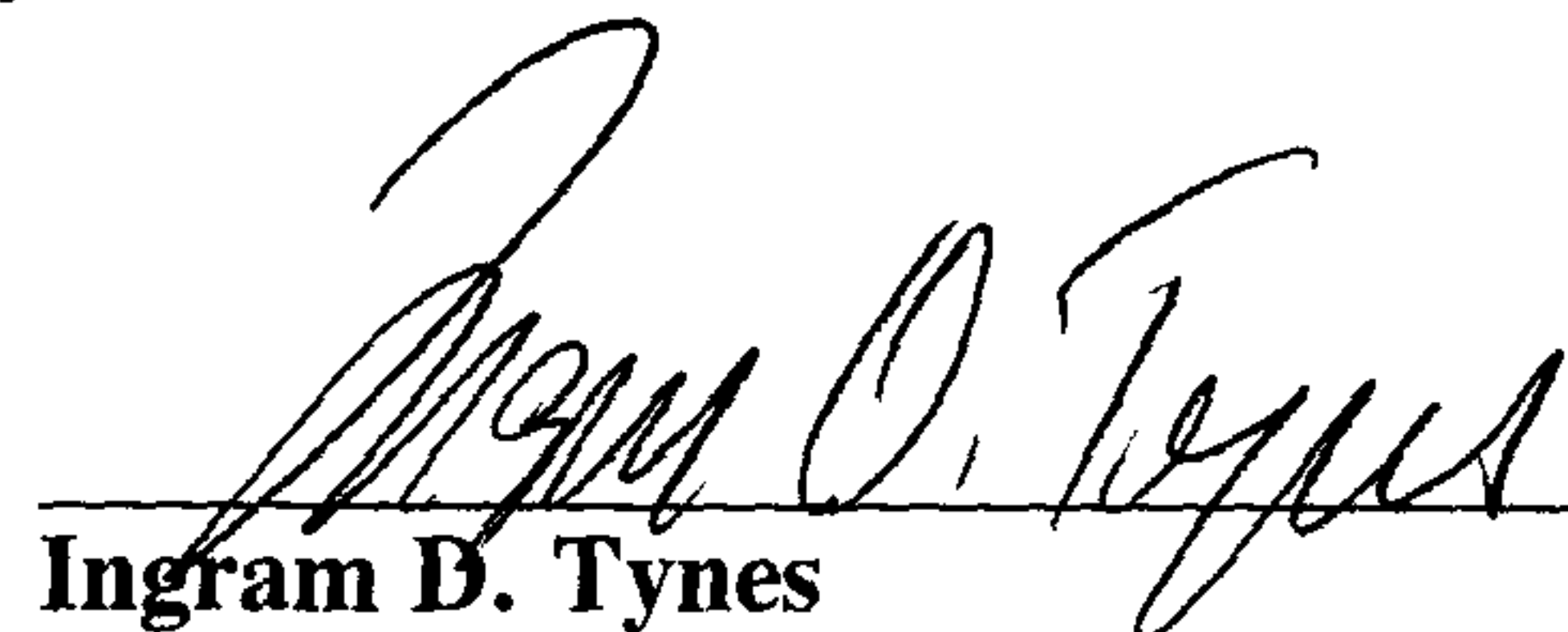
7. The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion,

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 the 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.

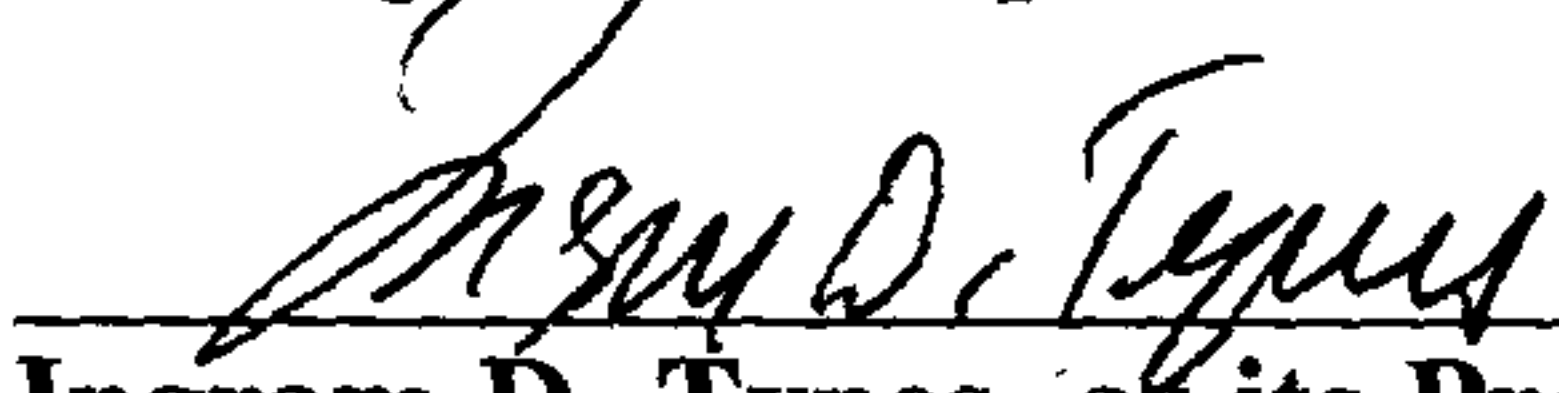
8. The Company shall be managed by a manager, Tynes Development Company, Inc., which shall serve until a successor is chosen in accordance with the terms of the Operating Agreement.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this 27 day of December, 2002, to be effective as of January 1, 2002.

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Ingram D. Tynes

  
\_\_\_\_\_  
Witness

Tynes Development Corporation  
By:   
\_\_\_\_\_  
Ingram D. Tynes, as its President