

✓ This instrument prepared by:

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AMENDED ARTICLES OF ORGANIZATION

OF

C & L BUILDERS GROUP, L.L.C.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY ALABAMA:

The undersigned, Charles Darain Rogers and Charles L. Rogers, as managing members of C & L Builders Group, L.L.C., acting as members of a limited liability company under the laws of Alabama, hereby adopt following Articles of Organization for C & L Builders Group, L.L.C. (hereinafter referred to as "the Company"):

ARTICLE I

NAME OF COMPANY

The name of the Company shall be C & L Builders Group, L.L.C.

ARTICLE II

PERIOD OF DURATION

The period of duration for the company shall be fifty (50) years unless terminated

or extended by written Agreement of the members.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which the Company is organized are:

1. To construct and/or remodel new homes and/or existing homes,
2. To transact any and all lawful business for which limited liability companies may be organized under the Alabama Limited Liability Company Act as such Act may be amended from time to time.
3. To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article III, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the Company in addition to those powers specifically conferred upon the Company by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Company otherwise granted by law nothing herein contained, however, shall be construed as authorizing the Company to carry on the business of banking or that of a trust company or the business of insurance.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The location and mailing address of the initial registered office of the Company is 125 Twin Oaks Circle, Chelsea, Alabama 35043, and the name of the initial registered agent at such address is Charles Darain Rogers, 125 Twin Oaks Circle, Chelsea, Alabama

35043.

ARTICLE V

MEMBERS

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

NAME

ADDRESS

Charles Darain Rogers

125 Twin Oaks
Chelsea, Alabama 35043

Charles L. Rogers

303 Roundabout Drive
Trussville, Alabama 35173

ARTICLE VI

ADMISSION AND ADDITIONAL MEMBERS

The Company may admit additional members upon such terms and conditions as may be specified by the existing members upon the unanimous written consent of the existing members.

ARTICLE VII

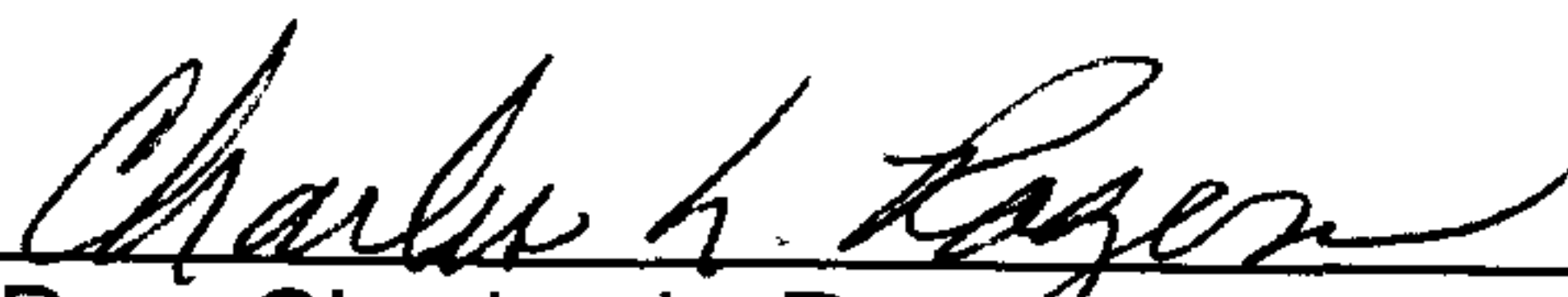
CONTINUATION UPON CERTAIN EVENTS

The Company may continue its business after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates his or her continued membership in the Company only upon the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Organization of C & L Builders Group, L.L.C. this 6th day of ~~January~~^{Feb}, 2003.

C & L BUILDERS GROUP, L.L.C.


By: Charles Darain Rogers


By: Charles L. Rogers

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned notary public in and for said county in said state, hereby certify that Charles Darain Rogers and Charles L. Rogers, whose names are signed to the foregoing Articles of Organization, and who are known to me, acknowledged before me on this day that, being informed of the contents of such instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 6th day of February, 2003.


Notary Public

My Commission Expires: 8/10/06 -