

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HUNTINGTON GLEN, L.L.C.**

WHEREAS, the Articles of Organization of Huntington Glen, L.L.C. (the "Limited Liability Company") were filed with the Judge of Probate of Shelby County on June 6, 1995 as Inst. #1995-14679;

WHEREAS, said Articles contained an initial term of five (5) years;

WHEREAS, the Members of the Limited Liability Company continued to operate as the Limited Liability Company after the expiration of the initial term pursuant to an oral understanding, but failed to amend the Articles of Organization to extend the term of the Limited Liability Company;

WHEREAS, the Members of the Limited Liability Company hereby file these Amended and Restated Articles of Organization of the Limited Liability Company in order to, among other things, to continue, reorganize and reconstitute the Limited Liability Company and to extend the term of the Limited Liability Company;

NOW, THEREFORE, pursuant to, and with the effect provided in, Section 10-12-11 of the Code of Alabama, 1975, as amended (the "Code"), the undersigned Members hereby certify as follows:

FIRST: The name of the Limited Liability Company is Huntington Glen, L.L.C.

SECOND: The Articles of Organization for the Limited Liability Company were filed with the Judge of Probate of Shelby County on June 6, 1995 as Inst. #1995-14679.

THIRD: The Limited Liability Company's Articles of Organization are hereby amended and restated in their entirety by deleting Article I through Article X in their entirety, and substituting in lieu thereof the following:

**ARTICLE I
NAME**

The name of this limited liability company (the "Limited Liability Company") shall be:

HUNTINGTON GLEN, L.L.C.

ARTICLE II

DURATION

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

ARTICLE III

PURPOSES

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(a) To acquire, hold, subdivide and develop for single family residential construction and to improve and to transfer, deal in and in any manner dispose of, real property and related personal property;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV
REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Limited Liability Company shall be 4601 Southlake Drive, Suite 150, Birmingham, Alabama 35244 and its registered agent at such address shall be Still Hunter, Jr.

ARTICLE V
MEMBERS

The name and address of the members (the “Members”) of the Limited Liability Company are:

<u>Member</u>	<u>Address</u>
Hunter & Associates, Inc.	4601 Southlake Drive Suite 150 Birmingham, Alabama 35244
Denise H. Upton	Post Office Box 509 Birmingham, Alabama 35124

ARTICLE VI
ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the terms and conditions of the Limited Liability Company’s Operating Agreement.

ARTICLE VII
OPERATING AGREEMENT

The Operating Agreement of the Limited Liability Company shall be executed by each Member of the Limited Liability Company and shall set forth all provisions for the regulation of the internal affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles. The Operating Agreement shall include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the company, transfer of interest, dissolution, accounting and records, the tax matters partner and indemnification. Those provisions together with any other provisions included in the Operating Agreement are hereby incorporated by reference.

ARTICLE VIII
DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP

The cessation of membership of one or more Members for any reason shall not cause the dissolution of the Limited Liability Company.

ARTICLE IX
MANAGEMENT

The Limited Liability Company shall be managed by managers. The name and address of the manager who shall serve until its successor(s) is elected and qualified is as follows:

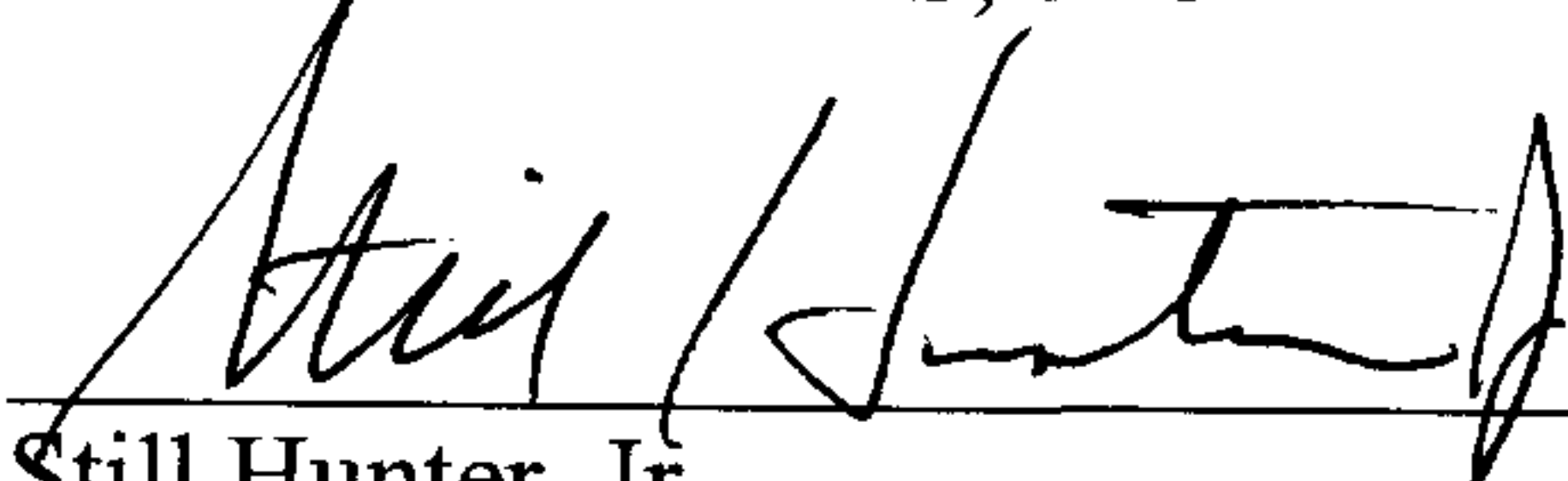
<u>Name</u>	<u>Address</u>
Hunter & Associates, Inc.	4601 Southlake Drive Suite 150 Birmingham, Alabama 35244

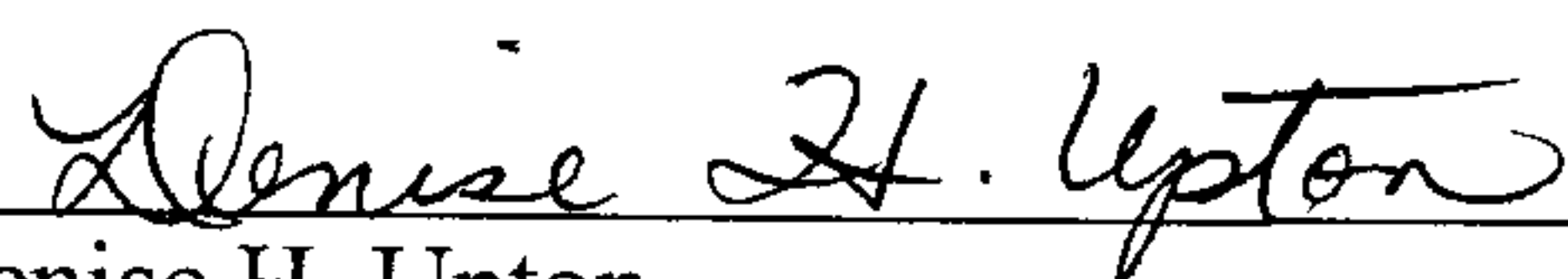
ARTICLE X
LIABILITIES OF MEMBERS AND MANAGEMENT

Members and Managers of the Limited Liability Company are not liable under a judgment, decree or order of a court, or in any other manner, for any debt, obligation or liability of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned Members have executed these Amended and Restated Articles of Organization, on this, the 13TH day of February, 2003.

HUNTER & ASSOCIATES, INC.

By: 
Still Hunter, Jr.
President


Denise H. Upton

THIS INSTRUMENT WAS PREPARED BY:

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