

This instrument prepared by:

Amy R. Niesen, Esq.
Kathryn Carver & Associates P.C.
1950 Stonegate Drive, Suite 200
Birmingham, AL 35242

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
LEGACY PLACE, LLC**

In accordance with Section 10-12-11 of the Code of Alabama (1975), as amended, the undersigned, for the purpose of amending and restating the original Articles of Organization of Legacy Place, LLC, hereby files the following Amended and Restated Articles of Organization with the Probate Office in Jefferson County, Alabama, and with the Probate Office in Shelby County, Alabama, and hereby affirm the facts stated herein are true and correct.

1. The name of the limited liability company is Legacy Place, LLC (the "Company").
2. The Articles of Organization ("Original Articles") of the Company were filed on August 2, 2001 in the Probate Office of Jefferson County, Alabama in Instrument 200109/8288, and filed on August 23, 2001 in the Probate Office of Shelby County, Alabama in Instrument 2001/36066. This Amended and Restated Articles of Organization shall supersede the Original Articles.
3. The following Amended and Restated Articles of Organization of the Company was duly approved by the sole Member of the Company:

ARTICLE I
Name

The name of the limited liability company is Legacy Place, LLC (the "Company").

ARTICLE II
Duration

The term of the Company shall be perpetual from the date of the filing of these Articles of Organization with the probate office of the county in which the initial principal office of the Company is located, unless the Company is earlier dissolved in accordance with the Alabama Limited Liability Company Act.

ARTICLE III

Purposes

The purpose or purposes for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Alabama Limited Liability Company Act.

ARTICLE IV

Registered Office; Registered Agent

The location and mailing address of the initial registered office of the Company is 530 Beacon Parkway West, Suite 900, Birmingham, Alabama 35209, and the name of its initial registered agent at such address is Bruce C. Webster.

ARTICLE V

Members

The name and address of the sole Member of the Company is as follows:

<u>Name</u>	<u>Address</u>
Liberty Park Joint Venture, LLP an Alabama limited liability partnership	8000 Liberty Parkway, Suite 114 Vestavia Hills, Alabama 35242

ARTICLE VI

Organizer

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
Bruce C. Webster	530 Beacon Parkway West, Suite 900 Birmingham, Alabama 35209

ARTICLE VII

Admission of Additional Members

The Members of the Company shall have the right to admit additional members to the Company but only upon the unanimous written consent of the then existing Members of the Company.

ARTICLE VIII
Cessation of Membership

Upon the cessation of membership of a Member in the Company, if there are no remaining Members, the Company shall be dissolved and the affairs of the Company shall be wound up unless the holders of all the financial rights in the Company agree in writing, within 90 days after the cessation of membership of said last Member, to continue the legal existence and business of the Company and to appoint one or more new Members, and the legal existence and business of the Company is continued and one or more new Members are appointed as additional Members in the manner stated herein.

ARTICLE IX
Managers

The Company shall be managed by one (1) manager, and the name and address of the person who is to serve as manager until his successor is appointed and begins serving is as follows:

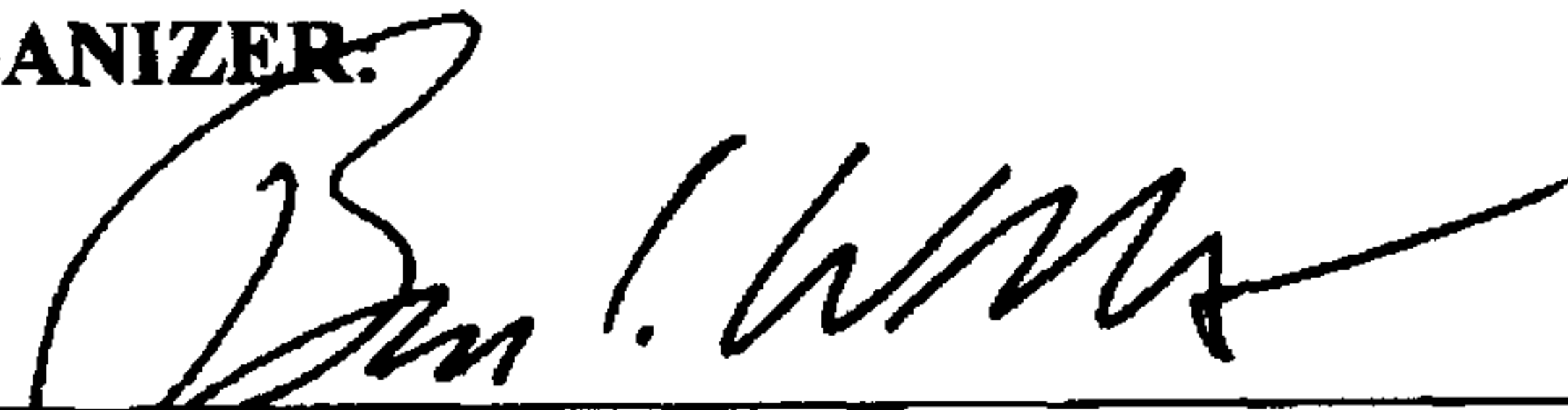
<u>Name</u>	<u>Address</u>
Grady Sparks	8000 Liberty Parkway, Suite 114 Vestavia Hills, Alabama 35242

ARTICLE X
Internal Affairs

The regulation of the internal affairs of the Company shall be conducted in accordance with the provisions of the Alabama Limited Liability Company Act, as the same may be amended from time to time.

IN WITNESS WHEREOF, these Articles have been subscribed on this the 16th day of May, 2003, by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

ORGANIZER:



Bruce C. Webster

**STATE OF ALABAMA
COUNTY OF JEFFERSON**

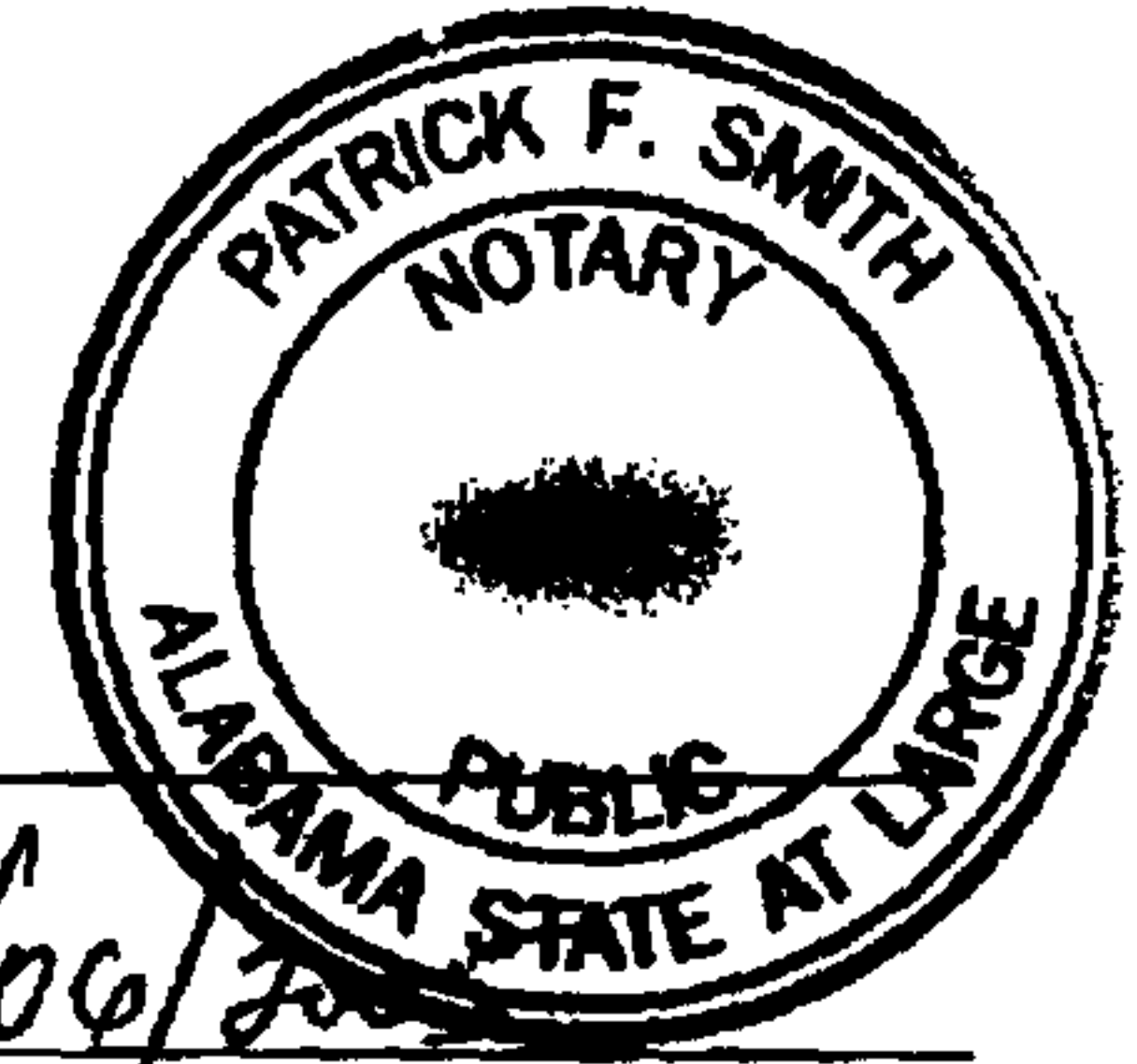
I, the undersigned Notary Public in and for said County in said State, hereby certify that Bruce C. Webster, whose name as Organizer of Legacy Place, LLC, an Alabama limited liability company, is signed to the foregoing Amended and Restated Articles of Organization, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amended and Restated Articles of Organization, he executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand this 16th day of May, 2003.



Notary Public

My Commission Expires: 10/06/2005



State of Alabama - Jefferson County

I certify this instrument filed on:

2003 MAY 19 P.M. 16:07

Recorded and \$

Mtg. Tax

and \$

11.00

Deed Tax and Fee Amt.

11.00

Total \$

MICHAEL F. BOLIN, Judge of Probate



200307/7543

Legacy Place, LLC/ Articles of Organization.AMENDED AND RESTATED.doc

State of Alabama

Jefferson County

I, the Undersigned, as Judge of Probate Court in and for Jefferson County, Alabama, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office. Given under my hand and official seal, this the 23 day of May, 2003

Michael E. Bolen

JUDGE OF PROBATE