

STATE OF ALABAMA)
COUNTY OF SHELBY)

20030708000428940 Pg 1/2 15.00
Shelby Cnty Judge of Probate, AL
07/08/2003 10:03:00 FILED/CERTIFIED

**RESOLUTION OF THE MANAGERS AND MEMBERS
OF CDH ENTERPRISES, LLC**

WHEREAS, CDH Enterprises, LLC was organized by Articles of Organization recorded in the Office of the Probate Judge of Shelby County, Alabama, on February 26, 2003, as recorded at Instrument #2003-117050; and

WHEREAS, the organizing members of the LLC were Bill Davis, Russell S. Hamlin and Nick Casey, with said members also serving as managers of the LLC; and

WHEREAS, on or about May 22, 2003, with the verbal consent of all members of the LLC, Nick Casey did convey his 25% membership interest in the LLC to Russell S. Hamlin; and

WHEREAS, the above referenced conveyance made Bill Davis and Russell S. Hamlin the sole members of the LLC, with each holding 50% of the membership interest therein; and

WHEREAS, on or about June 19, 2003, with the verbal consent of all members of the LLC, Bill Davis and Russell S. Hamlin, each, conveyed one-third of their respective membership interests in the LLC to James E. Hamlin; and

WHEREAS, Bill Davis, Russell S. Hamlin and James E. Hamlin, each, are now one-third membership interest holders of the entirety of the membership interest in the LLC; and

WHEREAS, the current members do hereby acknowledge, confirm and ratify the above designated transactions whereby membership interests in the LLC were sold, transferred and conveyed;


BE IT HEREBY RESOLVED, as follows:

1. That the members of CDH Enterprises, LLC, do hereby recognize Bill Davis, Russell S. Hamlin and James E. Hamlin as the sole members of the LLC, with each owning a one-third membership interest in the LLC. Said members further acknowledge, confirm and ratify the above designated sales, transfers and conveyances of membership interests in the LLC.
2. That the above designated members are hereby appointed as managers of the LLC, with equal powers and authority regarding the management of the business of the LLC.

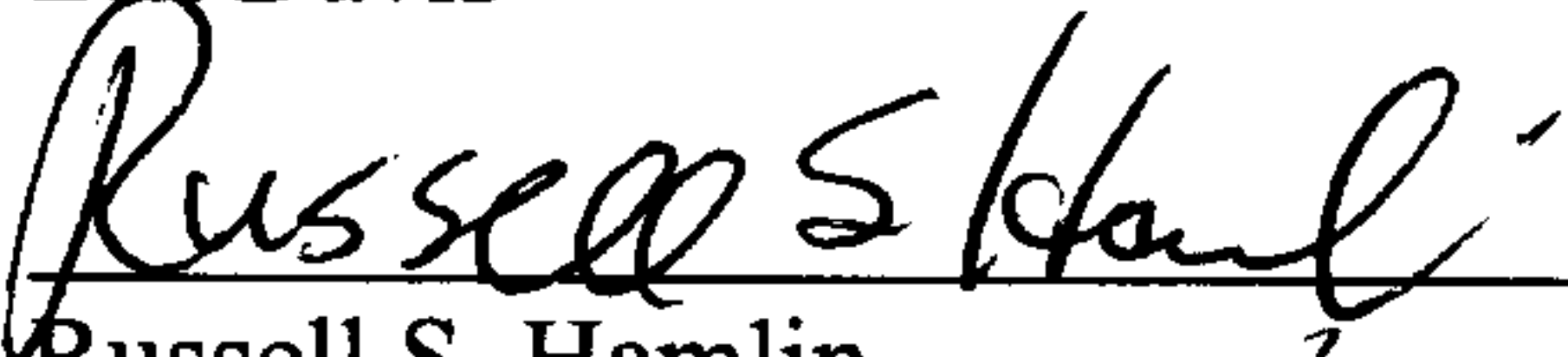
3. Except as hereinabove modified, all of the original terms of the Articles of Organization, and Operating Agreement, shall remain in full force and effect, and unchanged.

DONE and RESOLVED this 7th day of July, 2003.

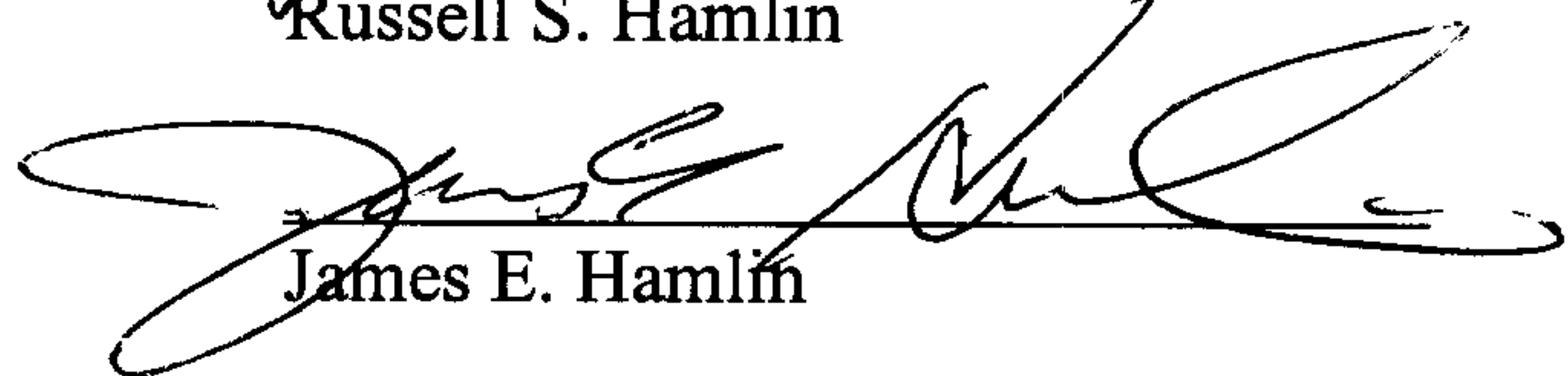
MANAGERS/MEMBERS:



Bill Davis



Russell S. Hamlin



James E. Hamlin