

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
BROOKSTONE RESIDENTIAL, LLC
(Changing its name to Brookstone Townhomes, LLC)**

Pursuant to Section 10-12-11 of the Code of Alabama (1975), Brookstone Residential, LLC, an Alabama limited liability company (the "Company"), adopts the following amendment to its Articles of Organization.

ONE: The name of the Company is Brookstone Residential, LLC.

TWO: The Company filed its Articles of Organization with the Judge of Probate of Shelby County, Alabama, on September 29, 2003.

THREE: By consent of the members of the Company, the Articles of Organization are hereby amended as follows:

Article I is hereby deleted in its entirety, and the following is substituted in lieu thereof:

**ARTICLE I
NAME**

The name of the limited liability company is Brookstone Townhomes, LLC (the "Company").

Wherever else in said Articles the name "Brookstone Residential, LLC" shall appear, the same shall be deleted and the name "Brookstone Townhomes, LLC" shall be substituted in lieu thereof.

IN WITNESS WHEREOF, this instrument has been subscribed as of the 30th day of September, 2003, by the undersigned member, who affirms that the statements made herein are true under the penalties of perjury.

MEMBER:

AIG BAKER BROOKSTONE, L.L.C.

BY: AIG BAKER SHOPPING CENTER
PROPERTIES, L.L.C.

By: W. Ernest Moss
W. Ernest Moss
Its Executive Vice President

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