

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
TOWN & COUNTRY HOMEBUILDERS, LLC**

The undersigned, desiring to form a limited liability company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the limited liability company is Town & Country Homebuilders, LLC.
2. The existence of the limited liability company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and its duration shall be perpetual; provided, however, that the limited liability company shall be dissolved (a) upon the written consent of all of the members, (b) as provided in the Operating Agreement, or (c) as may be required by the Alabama Limited Liability Company Act.
3. The purpose for which this limited liability company is organized is to engage in the business of construction of homes and buildings of all types, and to engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
4. The location and mailing address of the initial registered office is 41 North Industrial Parkway, Calera, Alabama 35040, and the name of the initial registered agent at said address is Jennifer Gail Dixon.
5. The names and mailing addresses of the initial members of the limited liability company are as follows:

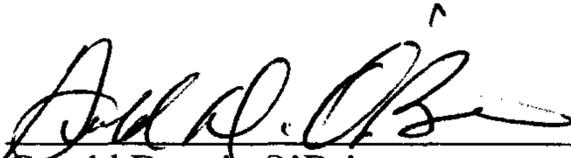
<u>Name</u>	<u>Mailing Address</u>
Gerald Dennis O'Brien	P.O. Box 36519 Birmingham, Alabama 35236
Jennifer Gail Dixon	P.O. Box 36519 Birmingham, Alabama 35236
Gary E. Carter	P.O. Box 36519 Birmingham, Alabama 35236

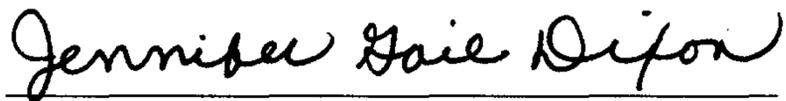
6. The members of the limited liability company shall have the right to admit additional members to the limited liability company, as provided in the Operating Agreement.
7. The limited liability company shall be managed by a manager who shall serve as manager until his successor is elected and qualified. The name and mailing address of the initial manager is as follows:

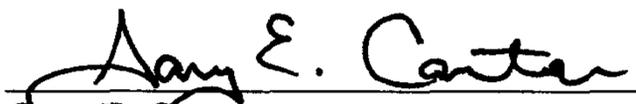
Name
Gerald Dennis O'Brien

Mailing Address
P.O. Box 36519
Birmingham, Alabama 35236

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this
26th day of November, 2003.


Gerald Dennis O'Brien


Jennifer Gail Dixon


Gary E. Carter

(MEMBERS)

THIS INSTRUMENT WAS PREPARED BY:

✓ Bradley J. Sklar
Sirote & Permutt, P.C.
P.O. Box 55727
Birmingham, Alabama 35255-5727