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STATE OF ALABAMA)
:
COUNTY OF SHELBY)

FIRST AMENDMENT TO ARTICLES OF ORGANIZATION OF ARBOR HILLS, LLC

Pursuant to the terms and provisions of *Alabama Code* § 10-12-11 (1975), the undersigned hereby adopt the following amendments to the Articles of Organization of Arbor Hills, LLC, an Alabama limited liability company (the "Limited Liability Company"):

- 1. Name. The name of the Limited Liability Company is Arbor Hills, LLC.
- 2. <u>Organization</u>. The Limited Liability Company was organized pursuant Articles of Organization dated as of June 21, 2002 (the "Articles") which have been recorded as Instrument #200220626000301500 in the Office of the Judge of Probate of Shelby County, Alabama.
- 3. <u>Amendments to Articles</u>. Paragraph 5 of the Articles is amended by deleting Gary Marcrum as an initial member and by substituting in lieu thereof the following:

Marcrum Development, LLC 4840 Keith Drive Birmingham, AL 35242

4. Full Force and Effect. Except as expressly modified and amended herein, all of the terms and provisions of the Articles of Organization of the Limited Liability Company shall remain in full force and effect and are hereby ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned, constituting all of the Members of the Limited Liability Company, have subscribed their names as of the day of October, 2003 to this First Amendment to the Articles of Organization of Arbor Hills, LLC and, by execution hereof, do hereby affirm that the statements made herein are true and correct under the penalties of perjury.

HPHB LLC, an Alabama limited liability company

Bv:

Alan C. Howard, Its Manager

MARCRUM DEVELOPMENT, LLC, an Alabama limited liability company

3y: <u>~</u>

Gary Marcrum, Its Member

Consent Of Withdrawing Member

The undersigned, Gary Marcrum, as one of the initial members of the Limited Liability Company and who has contemporaneously herewith transferred and assigned all of his right, title and interest as a Member of the Limited Liability Company to Marcrum Development, LLC, does hereby join in the execution of the foregoing First Amendment to Articles of Organization of Arbor Hills, LLC in order to consent to the terms and provisions thereof and does hereby withdraw as a Member from the Limited Liability Company.

Dated as of the 21^{+1} day of October, 2003.

Gary Marcrum

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8.0 Box 306

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