

**ARTICLES OF ORGANIZATION
OF
FARMINGDALE ESTATES**

Pursuant to the Provisions of the Alabama legislature, the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

NAME

FARMINGDALE ESTATES, LLC.

ARTICLE II

DURATION

The period of duration of the Limited Liability Company shall be fifty years.

ARTICLE III

PURPOSES

The Limited Liability Company has been organized for the following purposes:

To develop a subdivision known as Farmingdale Estates located at Section 33, Township 19, South, Range 2, East, Shelby County Alabama.

To conduct any business that is necessary to the development of the subdivision.

ARTICLE IV

SHARES

The number of shares the Limited Liability Company shall have the authority to issue shall be 100, each to be valued at \$50.00 each. These shall be divided as follows:

Clay Branum, President, shall hold 45% of the shares of the Limited Liability company.

Robert K. Fleming, Secretary and Treasurer, shall hold 45% of the shares of the Limited Liability Company.

Faye Brooks Key/Kimberly R. Winters shall hold each 5% of the shares of the Limited Liability Company.

ARTICLE V

REGISTERED AGENTS/OFFICE

The location and street address of the initial registered office shall be 3100 Lorna Road, Suite 224, Hoover, Alabama 35216 and its registered agents at such address shall be Robert K. Fleming.

ARTICLE VI

INITIAL MEMBERS

The name and address of the Members are:

1. Robert K. Fleming, 3100 Lorna Road Suite 224, Hoover, AL 35216.
2. Clay Branum, 3100 Lorna Road, Suite 224, Hoover, Alabama 35216
3. Faye Key/Kimberly Winters, 3100 Lorna Road, Suite 224, Hoover, Alabama 35216.

ARTICLE VII

OPERATING AGREEMENT

The L.L.C. is to be operated by the member or members of the L.L.C.

The member or members shall be the sole agent or agents and representatives of the Limited Liability Company and only he or they may bind, obligate, negotiate contracts or carry out any other business of the Limited Liability Company with other individual person(s), Limited Liability(s), Corporation(s) or any other association(s).

The interests of the Limited Liability Company are not freely transferable. The interest may not be sold, assigned, conveyed. Mortgaged, encumbered, pledged, leased, exchanged, transferred or otherwise disposed of or any part of an interest in the Limited Liability Company's property or assets in any way without the written approval of all members or if there is more than one interest holder then all interests holders must agree in writing to any transfer of interest or property of the Limited Liability Company.

Additional members of the Limited Liability Company may only be added by the written approval of all members of the Limited Liability Company. Any new member must agree in writing to be subject to all the provisions of these Articles of Incorporation.


Member or members may disassociate upon written agreement of all members of the Limited Liability Company.

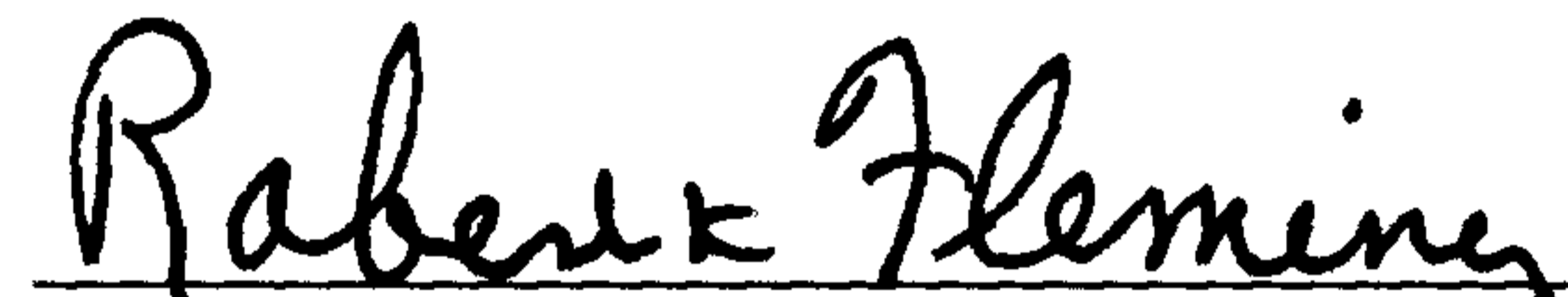
Member or members may dissolve the Limited Liability Company upon written agreement of all the member or members of the Limited Liability Company.

Upon dissolution of the Limited Liability Company the assets of the company remaining after all the creditors have been paid shall be divided between the members, if there is more than one, based upon their ownership interest in the Limited Liability Company otherwise the assets of the company remaining after all of the creditors have been paid shall go to all members as their interests may appear.

In witness thereof, the undersigned member has executed these Articles of Organization, the 4th day of May 2004.


Clay Brnum President


Faye Brooks Key Vice President


Robert K. Fleming Secretary/Treasurer


Kimberly R. Winters Vice President