

Matthew S. Geller, Attorney at Law
Baker, Donelson, Bearman, Caldwell & Berkowitz
A Professional Corporation
420 20th Street North, Suite 1600
Birmingham, Alabama 35203



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Shelby Cnty Judge of Probate, AL
07/01/2004 11:36:00 FILED/CERTIFIED

ARTICLES OF ORGANIZATION
OF
HENDERSON INVESTMENTS, LLC

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Act, Code of Alabama, Section 10-12-1 *et seq.* (the "Act"), hereby certifies as follows:

1. NAME. The name of the limited liability company (the "Company") is:

Henderson Investments, LLC

2. DURATION. The period of duration of the Company shall be perpetual; provided, however, that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in § 10-12-37 of the Act.

3. PURPOSES. The Company has been organized for the purposes of owning and managing a residential mortgage business. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

4. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at that address are:

William E. Henderson
9008 Park Crest Road
Birmingham, Alabama 35242


5. INITIAL MEMBER. The names and mailing address of the initial member of the Company is:

William E. Henderson
9008 Park Crest Road
Birmingham, Alabama 35242

6. ADDITIONAL MEMBERS. Additional Members may be admitted to the Company only in accordance with the provisions of the Act.
7. CESSATION OF MEMBERSHIP OF ALL MEMBERS. The cessation of membership of all of the Members shall result in the dissolution of the Company unless, within ninety (90) days after the cessation of membership of the last Member, the holders of all financial rights in the Company agree in writing to continue the legal existence and business of the Company and to appoint one or more new Members.
8. MANAGEMENT OF THE COMPANY. The Company shall be managed by its Members.
9. INDEMNIFICATION. The Company may indemnify its Members, officers, agents and employees to the maximum extent permitted by law.
10. ORGANIZER. The name and address of the organizer of the Company are:

Matthew S. Geller
Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

IN WITNESS WHEREOF, the undersigned, acting as the organizer of the Company, has executed these Articles of Organization on July 1, 2004.


Matthew S. Geller
Organizer