

This Instrument Prepared By:
Lisa H. Dorough, Esquire
Dominick, Fletcher, Yeilding,
Wood, & Lloyd, P.A.
2121 Highland Avenue
Birmingham, Alabama 35205

STATE OF ALABAMA)
 :
SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
SHILOH CREEK, LLC**

The undersigned, acting as the organizer of a limited liability company under the Alabama Limited Liability Company Act, Code of Alabama, Title 10, Chapter 12 (1975), as the same may be amended from time to time, hereby adopts the following Articles of Organization for **Shiloh Creek, LLC**, (the "limited liability company"):

**ARTICLE ONE
NAME**

The name of the limited liability company is **Shiloh Creek, LLC**.

**ARTICLE TWO
PERIOD OF DURATION**

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company's operating agreement, or, if there is no provision in an operating agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Limited Liability Company Act.

**ARTICLE THREE
PURPOSE**

The business of the company shall be, to the extent permitted by law, (1) to engage in the business of the acquisition, ownership, and development of real property; (2) to have and

exercise all powers set forth in Code of Alabama, Section 10-12-4 (1975), as the same may be amended from time to time; and (3) to engage in any lawful business or other activity, whether or not related or incidental to any of the foregoing activities.

ARTICLE FOUR INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of the initial registered office is 198 Narrows Drive, Birmingham, Alabama 35242, and the name of the initial registered agent of the limited liability company at such address is Ken Underwood.

ARTICLE FIVE INITIAL MEMBERS

The name and mailing address of the initial members of the limited liability company are:

Name	Address
Ken Underwood Properties, LLC	198 Narrows Drive Birmingham, AL 35242
Carter Homebuilders, Inc.	243 Applegate Trace Pelham, AL 35124

ARTICLE SIX ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the terms of the limited liability company's operating agreement, if any. If the limited liability company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

ARTICLE SEVEN CONTINUATION OF THE BUSINESS

In the event there are no remaining members, and except as otherwise provided in the limited liability company operating agreement, if any, the limited liability company shall be dissolved and its affairs shall be wound up unless:

(a) the holders of a majority in interest of the financial rights in the limited liability company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the limited liability company and to appoint one or more new members; or

(b) The legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in an operating agreement of the limited liability company.

For the purpose of this Article, a majority in interest of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, exceed fifty percent (50%) of the capital interests and fifty percent (50%) of the profits interests of the remaining financial rights owners.

ARTICLE EIGHT MANAGEMENT

The management of the Company is vested in its members. Subject to any provisions in an operating agreement of the Company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business and affairs of the Company and to make all decisions with respect thereto.

ARTICLE NINE AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only by the vote or written consent of a majority in interest of the members of the Company. For the purpose of this Article, a majority in interest of the members means interests of one or more members which, when taken together, exceed fifty percent (50%) of the capital interests and fifty percent (50%) of the profits interests of the members.

ARTICLE TEN INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT

The provisions of the limited liability company's operating agreement, if any, are incorporated herein by reference as though fully set forth herein.

ARTICLE ELEVEN ORGANIZER

The name and address of the organizer are as follows:

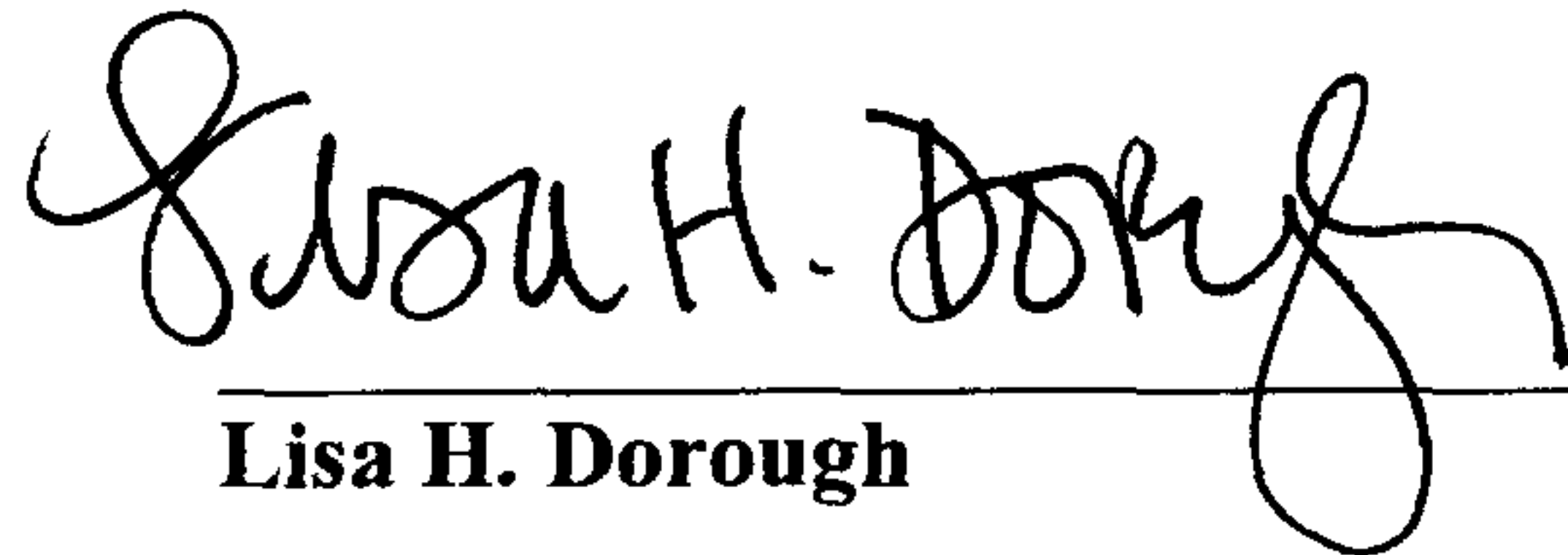
NAME

ADDRESS

Lisa H. Dorough

2121 Highland Avenue South
Birmingham, Alabama 35205

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as all of the organizer, as of the 7th day of July, 2004, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.



Lisa H. Dorough