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Shelby Cnty Judge of Probate, AL
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**REGISTRATION
OF
EASTDALE VILLAGE
AS A
REGISTERED LIMITED LIABILITY PARTNERSHIP**

For the purpose of becoming a registered limited liability partnership under the Alabama Uniform Partnership Act (1996)., ALA. CODE §§ 10-8A-101 *et seq.* (1999 Repl.), and any act amendatory thereof, supplementary thereto or substituted therefor (the "Act"), the undersigned does hereby sign this (this "Registration"), and, upon the filing for record of this Registration in the office of the Judge of Probate of ~~Jefferson~~^{SHELBY} County, Alabama, Eastdale Village (the "Partnership") shall become a Registered Limited Liability Partnership doing business under the name Eastdale Village, LLP.

ARTICLE 1

NAME

The name of the registered limited liability partnership shall be **EASTDALE VILLAGE, LLP.**

ARTICLE 2

STREET AND MAILING ADDRESS OF PRINCIPAL OFFICE

The street and mailing address of the principal office of the Partnership is:

1077 Commerce Circle
Pelham, AL 35124

ARTICLE 3

NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS

The name and mailing address for the Partnership's agent for service of process are:

Lester C. Wyatt
c/o Dianne Booth
1077 Commerce Circle
Pelham, AL 35124

ARTICLE 4

PURPOSES, OBJECTS AND POWERS

The purposes, objects and powers of the Partnership are:

4.1 To engage in any lawful business, act or activity for which a registered limited liability partnership may be formed under the laws of the state of Alabama.

4.2 Without limiting the scope and generality of the foregoing, to engage in the business of owning, investing in, managing and leasing real and personal property, and in any other business directly or indirectly related thereto.


4.3 To have and to exercise any and all of the powers specifically granted in the Act, none of which shall be deemed to be inconsistent with the nature, character or the object of the Partnership and none of which are denied to it by this Registration.

ARTICLE 5

STATEMENT OF REGISTRATION AS A REGISTERED LIMITED LIABILITY PARTNERSHIP

Immediately upon the filing for record of this Registration in the office of the Judge of Probate of ^{SHELBY} Jefferson County, Alabama, the Partnership shall become a Registered Limited Liability Partnership pursuant to ALA. CODE § 10-8A-1001 *et seq.* (1999 Repl.).

IN TESTIMONY WHEREOF, the undersigned has affixed his hand and seal as the organizers of the Partnership on this the 1st day of September, 2005.


Lester C. Wyatt, Its Partner

This Instrument Prepared By:
C. Fred Daniels
Cabaniss, Johnston, Gardner, Dumas & O'Neal LLP
2001 Park Place North, Suite 700
Birmingham, Alabama 35203
(205) 716-5200

**CONSENT
OF THE
PARTNERS OF
EASTDALE VILLAGE**

Pursuant to ALA. CODE § 10-8A-1001(k), the undersigned, being all of the partners of Eastdale Village, an Alabama partnership (the "Partnership"), do hereby (i) unanimously consent to the adoption of the following resolutions as of the date hereof, (ii) waive all requirements of notice, (iii) unanimously consent that such resolutions shall be effective as of the date of this consent and shall have the same force and effect as if adopted by unanimous affirmative vote at a meeting of the Partners (as hereinafter provided for and defined) duly called and held on such date, and (iv) direct that this written consent be filed with the minutes of the Partnership (execution of counterparts hereof shall evidence such unanimous consent, if necessary):

WHEREAS, as of the date of this consent, the partners in the Partnership consist of the Estate of Peter Cooper, deceased, the Estate of Mattie B. Cooper, deceased, and Lester C. Wyatt (the "Partners"); and

WHEREAS, the Partners believe that it is desirable and in the best interest of the Partnership that the Partnership take the steps necessary pursuant to ALA. CODE § 10-8A-1001 *et. seq.* (Repl. 1999) to become a Registered Limited Liability Partnership.

NOW, THEREFORE, BE IT RESOLVED, that the Partners do hereby consent to the filing of the necessary registrations by the Partnership in order to become a Registered Limited Liability Partnership; and

BE IT FURTHER RESOLVED, that the Partners do hereby authorize and approve Lester C. Wyatt, to execute and deliver on behalf of the Partnership, any and all instruments, agreements, certificates or other documents he may deem necessary or appropriate to execute the foregoing resolutions, including, but not limited to, a registration as a domestic registered limited liability partnership in the form attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned partners have set their hands and seals
hereto as of this 1st day of September, 2005.

PARTNERS:

Ruth C. Shaw

Ruth C. Shaw as a Personal Representative of the
Estate of Peter Cooper, deceased, and as a Personal
Representative of the Estate of Mattie B. Cooper,
deceased

Jean C. Daly

Jean C. Daly as a Personal Representative of the
Estate of Peter Cooper, deceased, and as a Personal
Representative of the Estate of Mattie B. Cooper,
deceased

Larry Sam Cooper

Larry Sam Cooper as a Personal Representative of
the Estate of Peter Cooper, deceased, and as a
Personal Representative of the Estate of Mattie B.
Cooper, deceased

Lester C. Wyatt

Lester C. Wyatt