

ARTICLES OF ORGANIZATION

OF

R3 II, LLC


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Shelby Cnty Judge of Probate, AL
10/17/2005 04:09:25PM FILED/CERT

Pursuant to the provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), as amended, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is R3 II, LLC (the "Company").

ARTICLE II
DURATION

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act") or the Company Operating Agreement.

ARTICLE III
PURPOSES

The purposes for which the Company is formed are:

- (a) To acquire, purchase, take, receive, and own an interest in Vistas on the James, LLC, a Virginia limited liability company, or its successors, and otherwise use or deal in or with such interest, and to manage, market, sell, convey, pledge, exchange, transfer, dispose, or otherwise deal with such interest or any part thereof; and
- (b) To engage in any other lawful act or activity related or incidental to said acquisition.

ARTICLE IV
REGISTERED OFFICE; REGISTERED AGENT

The location and street address of the initial registered office of the Company shall be 100 Village Street, Hoover, Alabama 35242, and its registered agent at such address shall be Harold W. Ripps.

ARTICLE V
INITIAL MEMBERS; ORGANIZER

The names and mailing addresses of the Initial Members are:

Ripper Fund
Attn: Harold W. Ripps
100 Village Street
Hoover, Alabama 35242

MJE, L.L.C.
729 30th Street South
Birmingham, Alabama 35233

The name and mailing address of the Organizer is:

Allen D. Cope, Esq.
Burr & Forman LLP
420 North 20th Street
Suite 3100
Birmingham, Alabama 35203

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Upon the consent of all of the Members, the Company may permit the admission of additional Members, and the terms and conditions of their admission are set forth in the Operating Agreement of the Company.

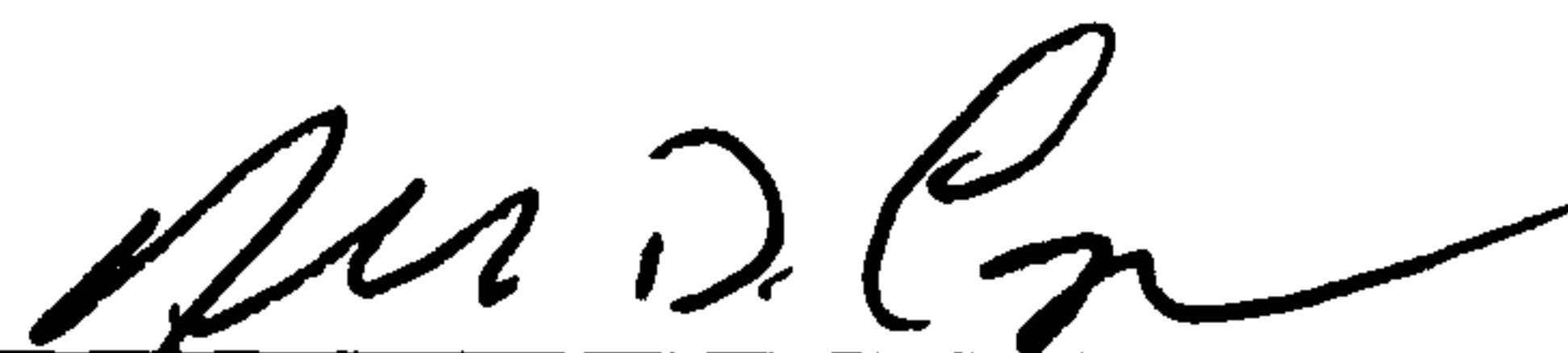
ARTICLE VII
DISSOLUTION BY REASON OF CESSATION OF MEMBERSHIP

The cessation of membership of one or more members of the Company will not result in the dissolution of the Company.

ARTICLE VIII
AMENDMENT TO ARTICLES

The Articles may be amended by the approval of such amendment by all of the members of the Company.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 17th
day of October, 2005, by the undersigned, as its Organizer, who affirms that the statements made
herein are true under the penalties of perjury.



Allen D. Cope, Organizer

This document prepared by:
Allen D. Cope, Esq.
Burr & Forman LLP
420 North 20th Street, Suite 3100
Birmingham, Alabama 35203


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