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Shelby Cnty Judge of Probate, AL
02/01/2006 09:38:43AM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
WESTOVER DEVELOPMENT, L.L.C.**

Pursuant to the Provisions of the Alabama Limited Liability Company Act, §§10-12-1, et seq., the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I: NAME

The name of this Limited Liability Company shall be Westover Development, L.L.C.

ARTICLE II: DURATION

The period of duration is perpetual.

ARTICLE III: PURPOSES

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

- (1) Real estate acquisition, development, construction and management.
- (2) To engage in any lawful act or activity for which limited liability companies may be formed under the laws of the State of Alabama.

ARTICLE IV: REGISTERED AGENT/OFFICE

The location and street address of the initial registered office shall be 324 Branch Lake Drive, Chelsea, Alabama 35043, and its registered agent at such address shall be Lynam Chappell.

ARTICLE V: OTHER OFFICES

Other offices for the transacting of business shall be located at such places as the business of the L.L.C. may require.

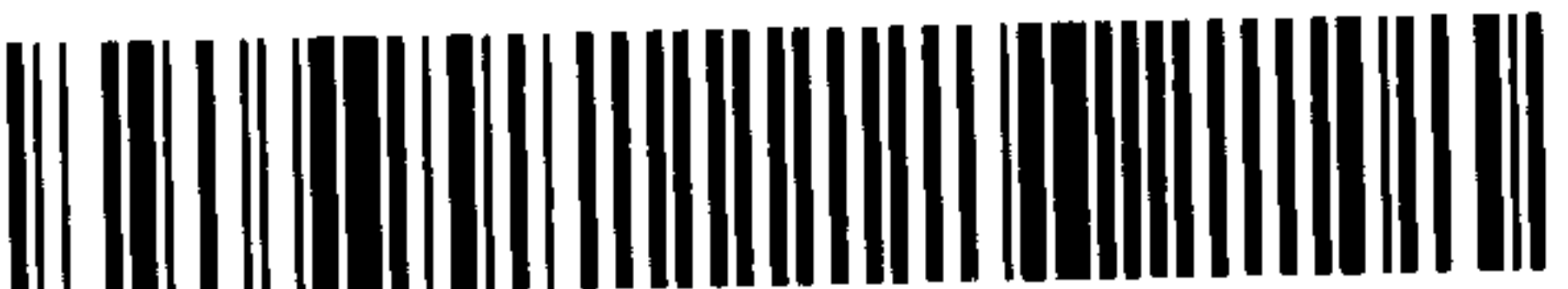
ARTICLE VI: INITIAL MEMBERS

The names and addresses of the initial Members are:

Greg Abramson
P.O. Box 170518
Birmingham, AL 35217

Birmingham

John D. Baird
1031 South 21st Street
Birmingham, AL 35205


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Chelsea Development
324 Branch Lake Drive
Chelsea, Alabama 35043

John B. Davis, Jr.
1031 South 21st Street
Birmingham, AL 35205

Jack Harris, Jr.
3005 Dundee Lane
Birmingham, AL 35242

Mitchell Lee McKell
159 Old Brook Place
Birmingham, AL 35242

ARTICLE VII: ADDITIONAL MEMBERS

The members shall have the right to admit additional members upon affirmative vote by a two thirds majority vote of the capital held by the then-existing members. Voting shall be as provided in Article VIII.

ARTICLE VIII: MEETINGS OF MEMBERS

All meetings of the members of the L.L.C. shall be held at the principal office of the L.L.C. or at such other place as may be legally designated by the members.

The annual meeting of the members of the L.L.C. shall be held at 324 Branch Lake Drive, Chelsea, Alabama 35043 on the 31st of December of each year unless such day be a legal holiday, in which case the meeting shall be held on the next succeeding day not a legal holiday.

A special meeting of the members of the L.L.C. shall be called at any time whenever so requested by members holding 25% or more in interest of the capital of the L.L.C.

Notice of the time, place and purpose of all meetings of the members, regular and special, shall be mailed at least ten days prior to the date of the meeting by the Secretary to each member of record at his or her address. Notwithstanding the failure to give notice as hereinbefore provided, any meeting shall be a legal meeting for the transaction of all business if each member is either present, in person or by proxy, or has in writing waived such notice.

Except as may otherwise be provided by law, a two-thirds majority of the capital entitled to vote and outstanding, represented in person or by proxy by member of record, shall constitute a quorum at any meeting of members, but the members present at any such meeting, in person or by proxy, though less than a quorum, may adjourn the meeting to a future time and the adjourned meeting may be held at such time without further notice.

Each member shall be entitled to one vote for each dollar of capital held by him, her, or it, which vote shall be cast either in person or by written proxy filed with the Secretary of the meeting prior to being voted. Such proxy shall entitle the holder thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof unless provided to the contrary herein.

ARTICLE IX: MANAGERS

Management of the L.L.C. shall be vested in one or more Managers, elected by the Members.

The initial Managers who shall serve until their successors are elected and begin to serve are:

Lynal Chappell
324 Branch Lake Drive
Chelsea, Alabama 35043

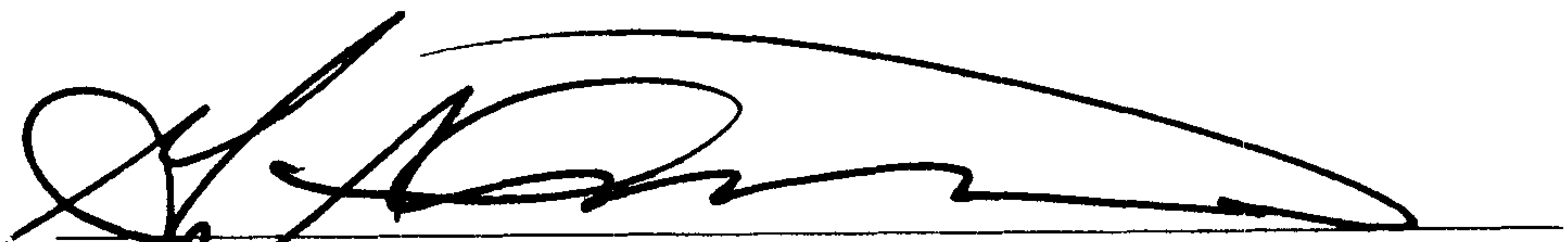
John B. Davis, Jr.
1031 South 21st Street
Birmingham, Alabama 35205


All L.L.C. powers shall be exercised by the managers under authority of the members and management of the business and the property of the L.L.C. shall be under the direction of the members.

ARTICLE X: FINANCE

The funds of the L.L.C. shall be deposited in such banks and trust companies as the managers shall designate. All orders for the payment of money, notes and other evidences of indebtedness issued in the name of the managers shall designate the members, agent or agents of the L.L.C. signing as authorized by the managers.

IN WITNESS THEREOF, the undersigned members have executed these Articles of Organization, on this, the 17th day of January, 2006.

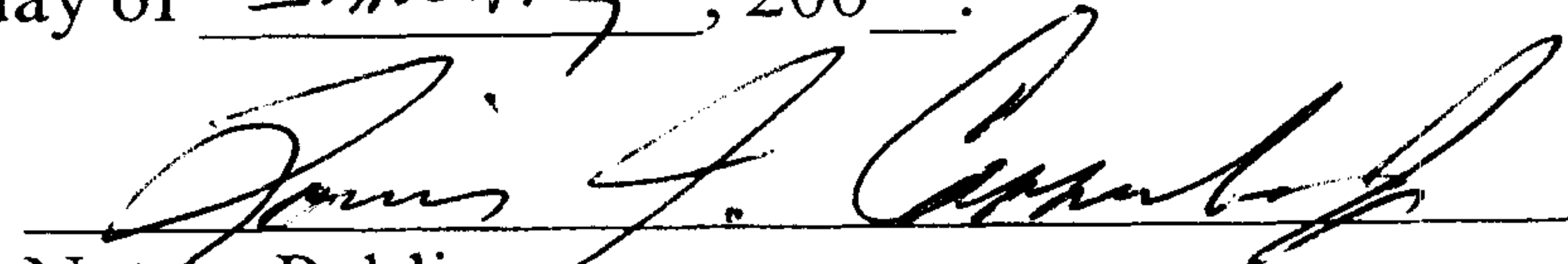

Greg Abramson


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STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Greg Abramson, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 17th day of JANUARY, 2006.


Notary Public
My commission expires: 6/1/06

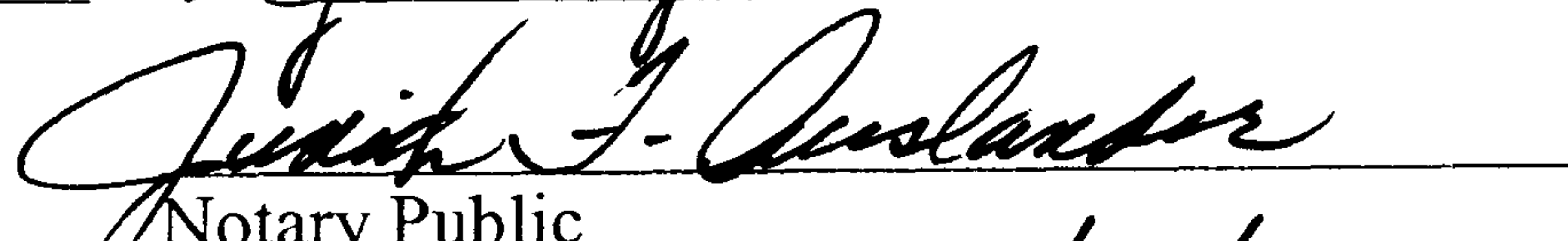
SEAL


John D. Baird

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that John D. Baird, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 17th day of JANUARY, 2006.


Notary Public
My commission expires: 3/25/07

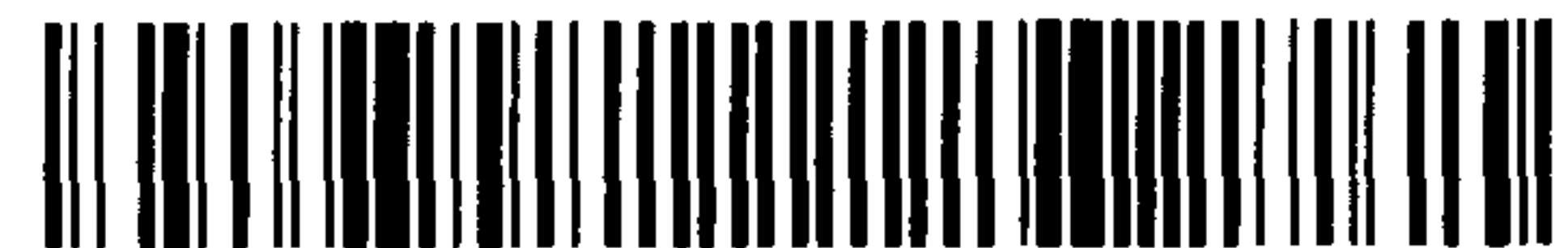
SEAL

Chelsea Development

By: *Lynal Chappell*
Lynal Chappell, Member

By: *William F. Spratlin*
William F. Spratlin, Member

STATE OF ALABAMA)
)
JEFFERSON COUNTY)


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The undersigned, a Notary Public in and for said County, in said State, hereby certifies that Lynal Chappell, whose name as Member of Chelsea Development, L.L.C., a Limited Liability Company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand this 17th day of January, 2006.

Judith F. Ruppel
Notary Public
My commission expires: 3/25/07

SEAL

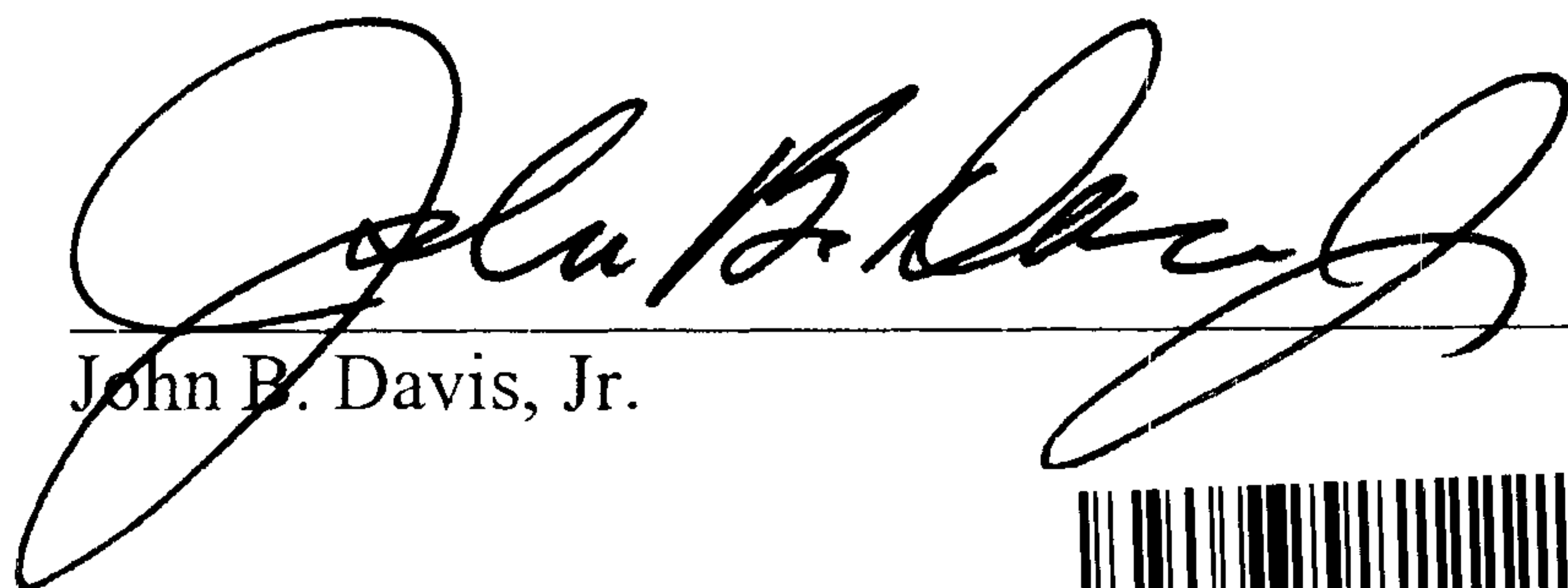
STATE OF ALABAMA)
)
JEFFERSON COUNTY)

The undersigned, a Notary Public in and for said County, in said State, hereby certifies that William F. Spratlin, whose name as Member of Chelsea Development, L.L.C., a Limited Liability Company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.


Given under my hand this 17th day of January, 2006.

Judith F. Ruppel
Notary Public
My commission expires: 3/25/07

SEAL

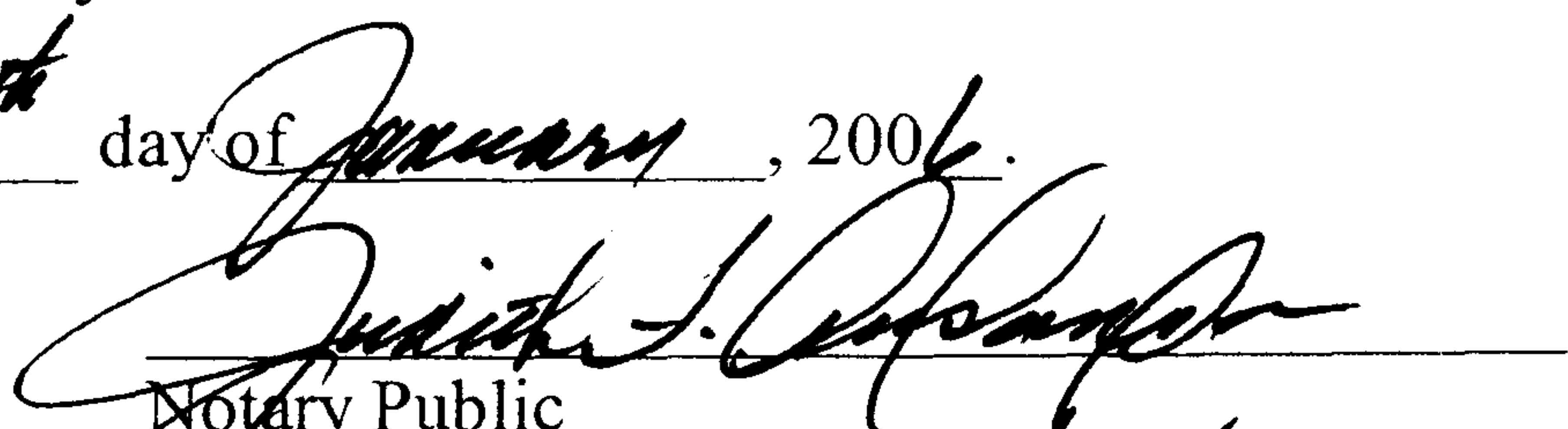

John B. Davis, Jr.

STATE OF ALABAMA)
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JEFFERSON COUNTY)

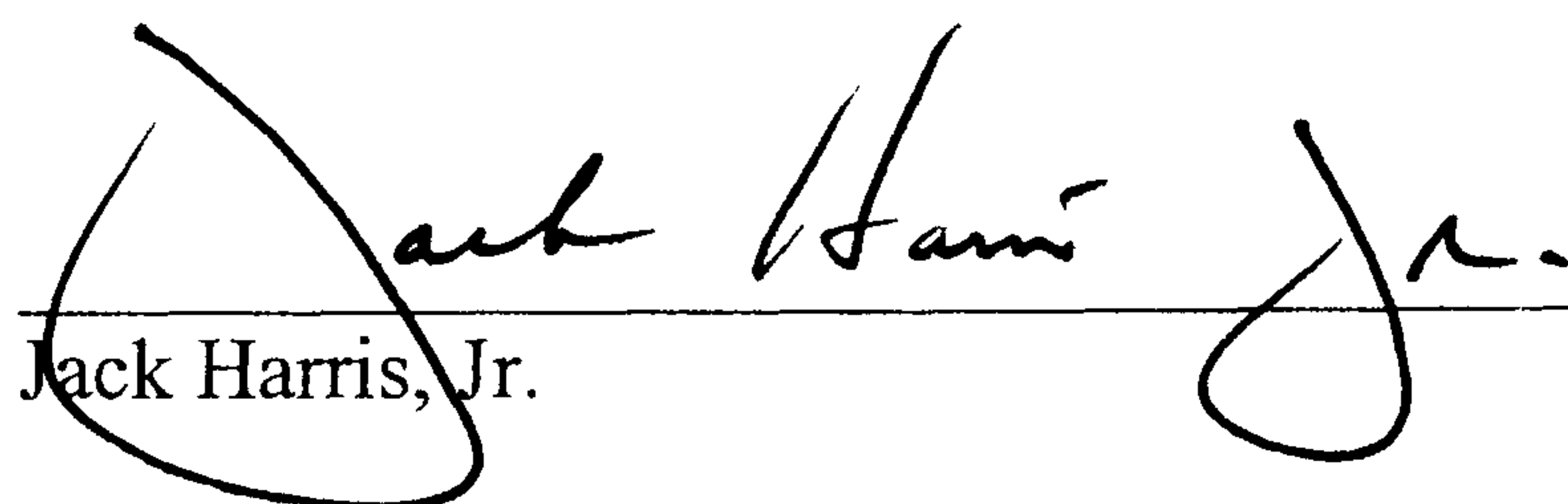

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I, the undersigned, a Notary Public in and for said County in said State, hereby certify that John B. Davis, Jr., whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 17th day of January, 2006.


Notary Public
My commission expires: 3/25/07

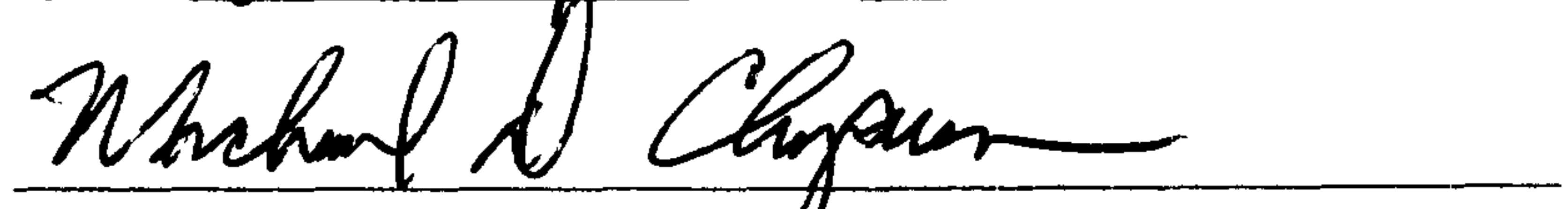
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Jack Harris, Jr.

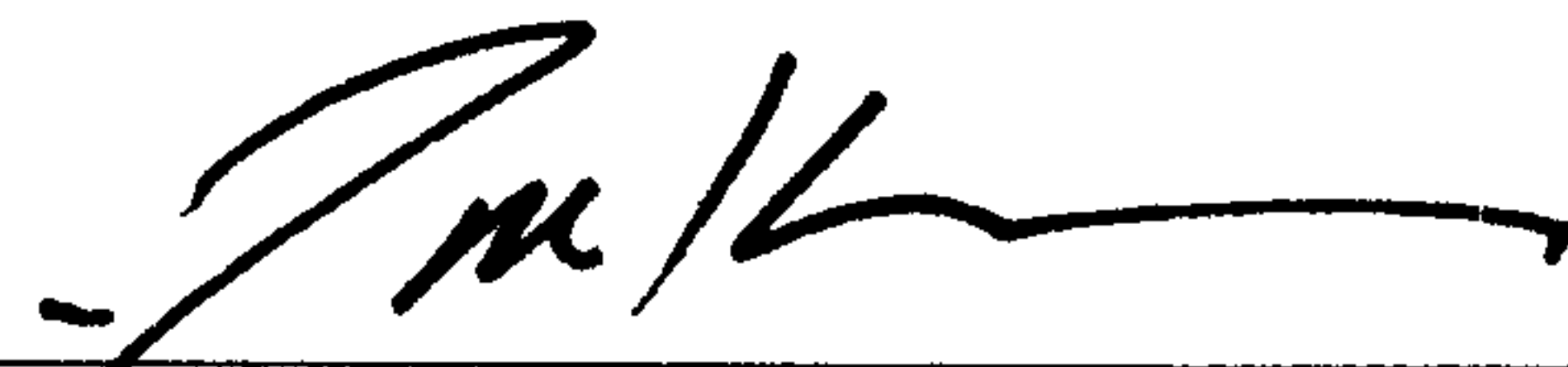
STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Jack Harris, Jr., whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 17th day of JANUARY, 2006.


Notary Public
My commission expires: 11/14/09

SEAL

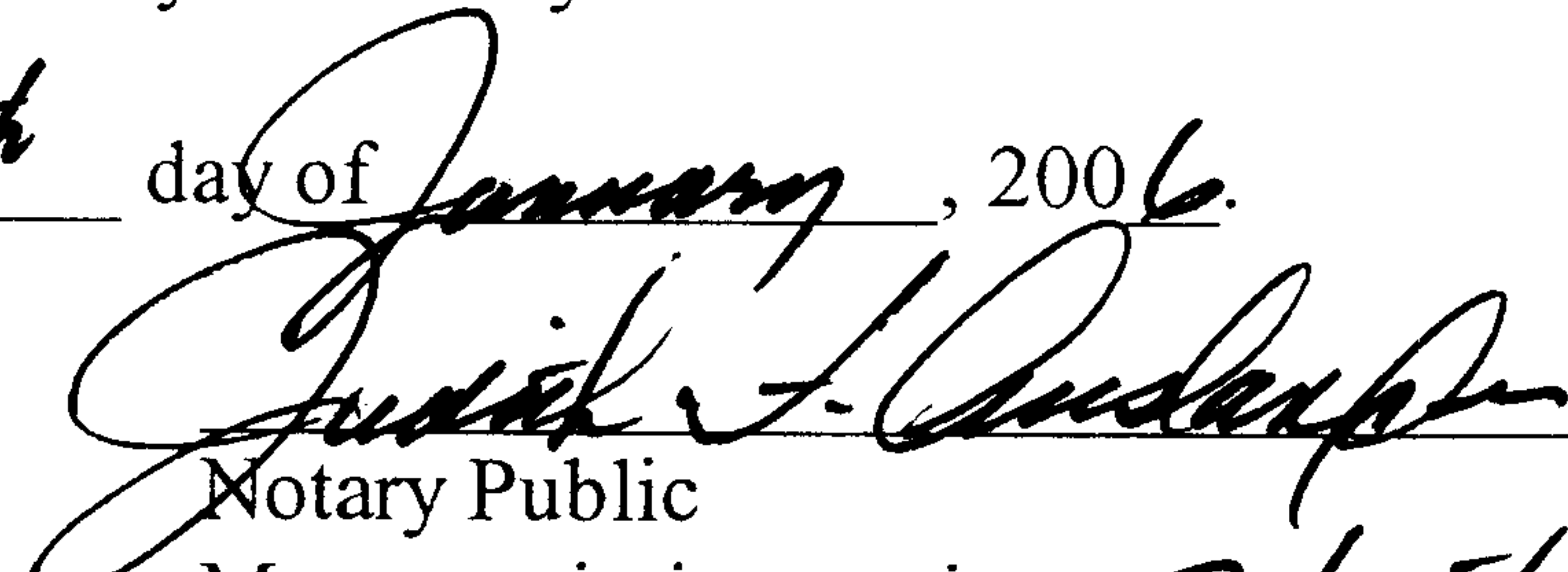


Mitchell Lee McKell

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Mitchell Lee McKell, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 17th day of January, 2006.



Notary Public
My commission expires: 3/25/07

SEAL