

ARTICLES OF ORGANIZATION

OF

BEAUMONT VILLAGE, LLC

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 Beaumont Village, 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 purchase, take, receive, or otherwise acquire, own, hold, improve, develop, use and otherwise deal in or with certain real property and improvements, as set forth in the Company's Operating Agreement, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of such real property, or any interest therein; and to do and perform any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned; and

(b) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act, but subject to limitations set forth in the Company's Operating Agreement.

ARTICLE IV
REGISTERED OFFICE; REGISTERED AGENT

The location and street address of the initial registered office of the Company shall be 3613 Wingate Lane, Birmingham, Alabama 35242, and its registered agent at such address shall be Michael S. Whitcomb.

ARTICLE V
INITIAL MEMBERS

The names and mailing addresses of the Initial Members are:

Brookstone Partners, LLC	John Lee, III	John McRoberts
P.O. Box 380683	1200 Corporate Dr., Suite 150	1200 Corporate Dr., Suite 150
Birmingham, AL 35238	Birmingham, AL 35242	Birmingham, AL 35242

ARTICLE VI
ORGANIZER

The name and mailing address of the Organizer is:

Calvert C. Sullins, Esq.
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company.

ARTICLE VIII
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.

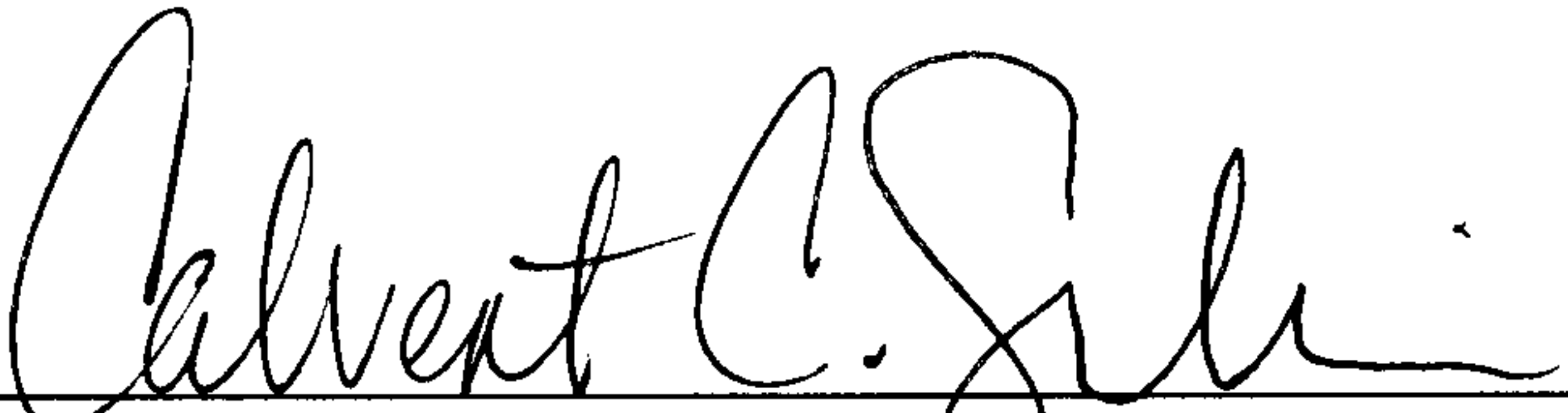
ARTICLE IX
MANAGER

The Manager of the Company shall have the power to manage the business and affairs of the Company as provided in the Operating Agreement. The name and address of the initial

Manager of the Company, and who shall serve until his successor is elected and begins serving,
is:

Michael S. Whitcomb
P.O. Box 380683
Birmingham, AL 35238

IN WITNESS WHEREOF, these Articles have been subscribed as of the 14th day of
June, 2007, by the undersigned, as its Organizer, who affirms that the statements made herein are
true under the penalties of perjury.



Calvert C. Sullins, Esq., Organizer

This document prepared by:
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