


STATE OF ALABAMA)
COUNTY OF SHELBY)


20071228000583280 1/2 \$80.00
Shelby Cnty Judge of Probate, AL
12/28/2007 03:38:06PM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
BRIGHTWATER PROPERTIES, LLC**

Pursuant to the Provisions of Section 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I
Name

The name of the limited liability company is BRIGHTWATER PROPERTIES, LLC (the "Company").

ARTICLE II
Duration

The Company shall have a duration from the date of organization until December 31, 2050, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III
Purposes

The purposes for which the Company is formed are to acquire, hold and sell real estate, and to engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

ARTICLE IV
Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 30 Boulder Ridge, Columbiana, Alabama 35051, and its registered agent at such address shall be Randall H. Goggans.

ARTICLE V
Sole Member and Organizer

The name and address of the sole member is:

Randall H. Goggans
30 Boulder Ridge
Columbiana, AL 35051

The name and address of the organizer is:

Randall H. Goggans
30 Boulder Ridge
Columbiana, Alabama 35051

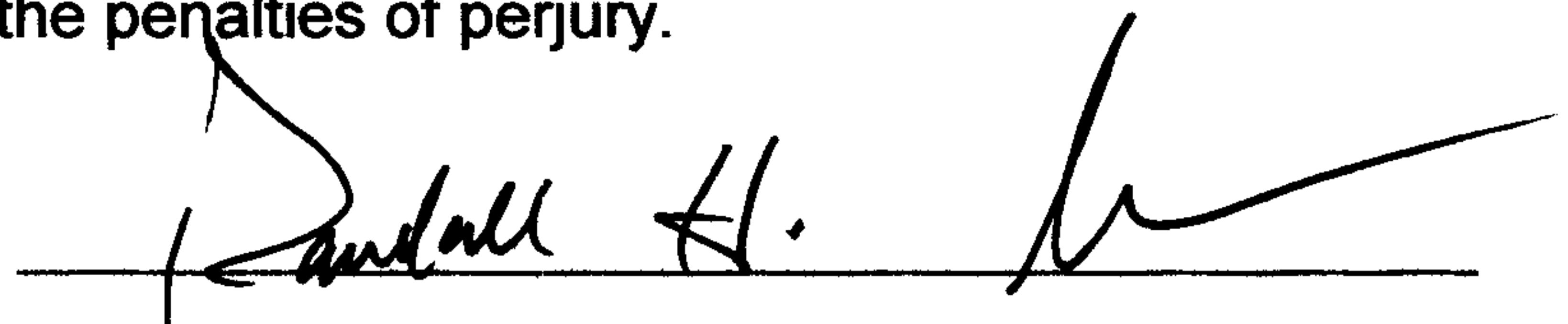
ARTICLE VI
Admission of Additional Members

Upon the unanimous written consent of all of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII
Cessation of Membership

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

IN WITNESS WHEREOF, these Articles have been subscribed as of the 27th
day of December, 2007 by the undersigned organizer, who affirms that the
statements made herein are true under the penalties of perjury.



Randall H. Goggans
Organizer

THIS INSTRUMENT WAS PREPARED
BY JAMES F. BURFORD III
1318 ALFORD AVENUE, SUITE 101
BIRMINGHAM, AL 35226