

**CERTIFICATE OF CANCELLATION  
OF  
HOLCOMBE PROPERTIES, LTD.**

For the purpose of cancelling that certain Agreement and Certificate of Limited Partnership of Holcombe Properties, Ltd. under the Alabama Limited Partnership Act, Ala. Code §§ 10-9B-101 et seq. (1999 Repl.), and any act amendatory thereof, supplementary thereto or substituted therefor (the "Act"), the undersigned does hereby sign and adopt this Certificate of Cancellation.

- FIRST:** The name of the limited partnership is **Holcombe Properties, Ltd.**
- SECOND:** The Agreement and Certificate of Limited Partnership of Holcombe Properties, Ltd. was filed in the office of the Judge of Probate of Shelby County, Alabama on December 31, 1997.
- THIRD:** These Articles of Dissolution are being filed because the partners of Holcombe Properties, Ltd. have consented to dissolve the partnership.
- FOURTH:** These Articles shall be effective immediately upon being filed in the office of the Judge of Probate of Shelby County, Alabama.

**IN TESTIMONY WHEREOF**, the undersigned has affixed her hand and seal as the sole general partner of the Company on this the 22nd day of December, 2006.

**HOLCOMBE PROPERTIES, LTD.**

By: Josephine R. Holcombe  
Josephine R. Holcombe, the sole  
General Partner of Holcombe  
Properties, Ltd.

**STATE OF ALABAMA**

**SHELBY COUNTY**

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Josephine R. Holcombe, whose name as the General Partner of Holcombe Properties, Ltd., an Alabama limited partnership, 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 said instrument, she, in such capacity and with full authority, executed the same voluntarily for and as the act of said limited partnership.

Given under my hand this the 22<sup>nd</sup> day of December, 2008.

John Allen Roberts  
Notary Public

[NOTARIAL SEAL]

My commission expires: July 26, 2012

This instrument prepared by:

Phillip B. Walker, Esq.  
Cabaniss, Johnston, Gardner,  
Dumas & O'Neal  
2001 Park Place Tower, Suite 700  
Birmingham, Alabama 35203  
(205) 716-5200

**CONSENT TO ACTION OF THE  
PARTNERS  
OF  
HOLCOMBE PROPERTIES, LTD.**

The undersigned, being all of the Partners of **HOLCOMBE PROPERTIES, LTD.** (the "Company"), hereby consent in writing, pursuant to the Alabama Limited Partnership Act, to this action and direct that this writing be filed with the minutes of the proceedings of the Partners of the Company.

The matter of the dissolution of the Company has been discussed. The following resolution is hereby adopted:

**RESOLVED**, That all of the Partners of the Company hereby consent that the Company be dissolved effective upon the filing of a Certificate of Cancellation in the office of the Judge of Probate of Shelby County, Alabama.

**RESOLVED FURTHER**, That the General Partner of the Company is hereby authorized to file in the office of the Judge of Probate of Shelby County, Alabama, on behalf of the Company, a Certificate of Cancellation of the Company, and to do all other things necessary to effect the dissolution, winding up and termination of the Company.

**RESOLVED FURTHER**, That the Partners of the Company, or any one of them, are each hereby authorized and empowered without further action by the Partners of the Company to take any and all action and to do any and all acts and things which may, in their judgment, be necessary or desirable to dissolve the Company and to wind up its affairs, and carry out the intent and purposes of the foregoing resolutions.



IN WITNESS to their consent to the actions set forth herein, the General Partner and the Limited Partners have executed this instrument as of the \_\_\_\_\_ day of December, 2008.

**GENERAL PARTNER:**

Josephine Holcombe  
Josephine R. Holcombe, Individually

**LIMITED PARTNERS:**

Susan D. Wideman  
Susan D. Wideman, Individually

**THE ESTATE OF HOWARD  
HOLCOMBE, DECEASED**

By: Josephine Holcombe  
Josephine R. Holcombe, Personal  
Representative

By: John H. Holcombe  
John H. Holcombe, Personal  
Representative

By: Susan D. Wideman  
Susan D. Wideman, Personal  
Representative