

ARTICLES OF ORGANIZATION
OF
POINTE SOUTH BUILDERS, LLC


20090511000175900 1/4 \$80.00
Shelby Cnty Judge of Probate, AL
05/11/2009 12:22:40 PM FILED/CERT

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby files the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attest that the facts stated in these Articles of Organization are true and correct:

ARTICLE I
NAME

The name of this Limited Liability Company shall be:

Pointe South Builders, LLC

ARTICLE II
DURATION

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

ARTICLE III
PURPOSES

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(i) To invest in, manage, own, operate and generally to maintain and conduct a real estate construction business and all related assets, and to engage in any and all business and activities related thereto;

(ii) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;

(iii) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to

vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(iv) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(v) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Limited Liability Company shall be 109 Foothills Parkway, Chelsea, AL 35043 and its registered agent at such address shall be Ken H. Underwood.

ARTICLE V MEMBER

The name and address of the initial Member of the Limited Liability Company is:

MEMBER

ADDRESS

Ken H. Underwood

109 Foothills Parkway
Chelsea, AL 35043

ARTICLE VI ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the terms and conditions of the Limited Liability Company's Operating Agreement or upon the unanimous consent of all of the Members.



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ARTICLE VII OPERATING AGREEMENT

The Operating Agreement of the Limited Liability Company, if adopted, shall be executed by each Member of the Limited Liability Company and shall set forth all provisions for the regulation of the internal affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles. The Operating Agreement shall include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the company, transfer of interest, dissolution, accounting and records, the tax matters partner and indemnification. Those provisions together with any other provisions included in the Operating Agreement are hereby incorporated by reference.

ARTICLE VIII DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP

The cessation of membership of one or more Members for any reason shall not cause the dissolution of the Limited Liability Company.

ARTICLE IX MANAGEMENT

The Limited Liability Company shall be managed by one or more Managers. The name and address of the initial Manager is:

NAME

ADDRESS

Ken H. Underwood

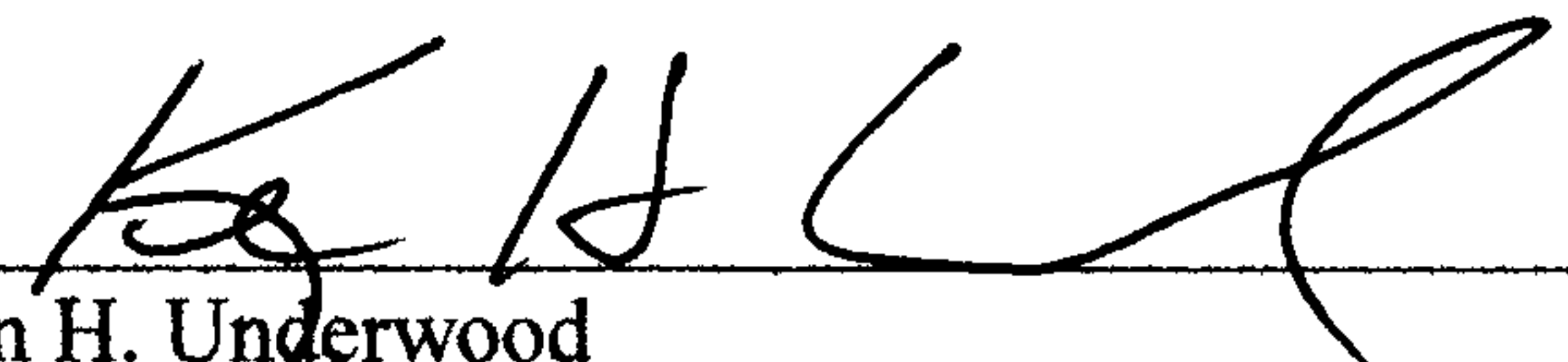
109 Foothills Parkway
Chelsea, AL 35043

ARTICLE X ORGANIZER

The name and address of the Organizer of the Company is:

Ken H. Underwood
109 Foothills Parkway
Chelsea, AL 35043

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization, on this, the 11th day of May, 2009.



Ken H. Underwood
Organizer

THIS DOCUMENT WAS PREPARED BY:

Pamela B. Fetterolf, Esq.
The Fetterolf Group, LLC
15 Mt Laurel Avenue
Birmingham, Alabama 35242



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