


**ARTICLES OF ORGANIZATION OF
FOUNTAINS OF CHELSEA, LLC**


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Shelby Cnty Judge of Probate, AL
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Pursuant to the Provisions of Sections 10-12-1, *et seq.* of the *Code of Alabama* (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is Fountains of Chelsea, LLC (the "Company").

ARTICLE II

Duration

The period of duration shall be for a period of thirty-five (35) years, unless the Members agree to extend its duration or the Company is dissolved and its affairs wound in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III

Purposes

The purposes for which the Company is formed are to engage in any lawful act or activity for which limited liability 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 7950 Highway 31, Calera, Alabama 35040, and its registered agent at such address shall be Salem Resha, Jr.

ARTICLE V

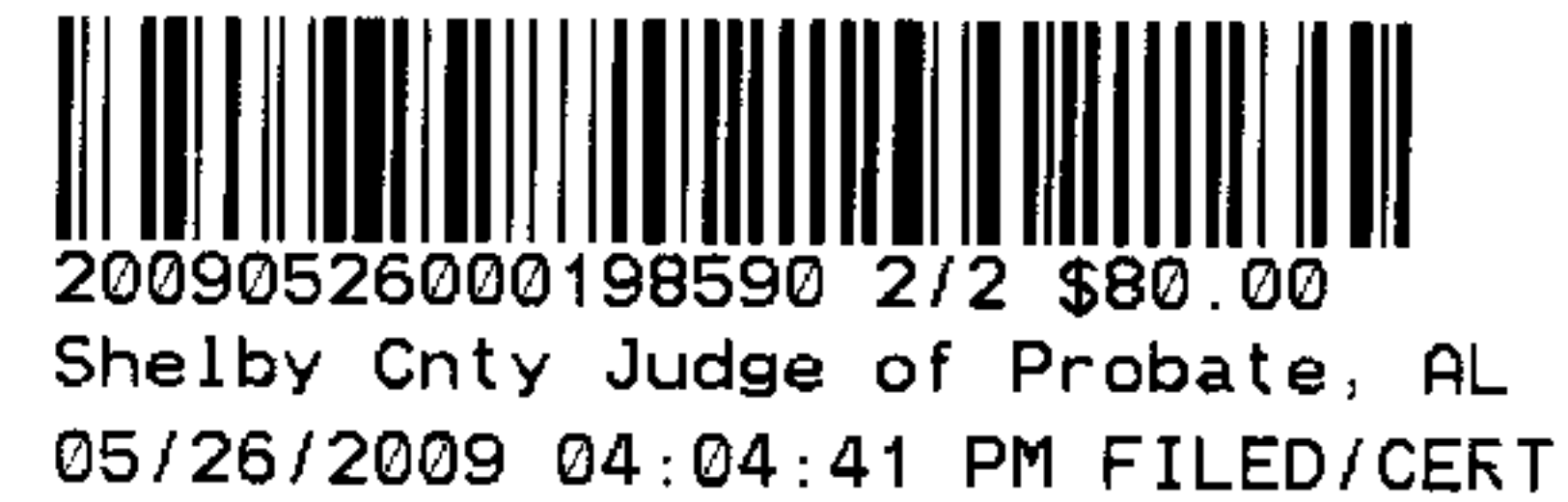
Initial Members

The names and addresses of the initial members are:

Michael W. McClure
1400 12th Terrace
Pleasant Grove AL 35127

Salem Resha, Jr.
1516 20th Street South, Suite A
Birmingham, Alabama 35205

ARTICLE VI



Admission of Additional Members

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

ARTICLE VII

Continuation of Business

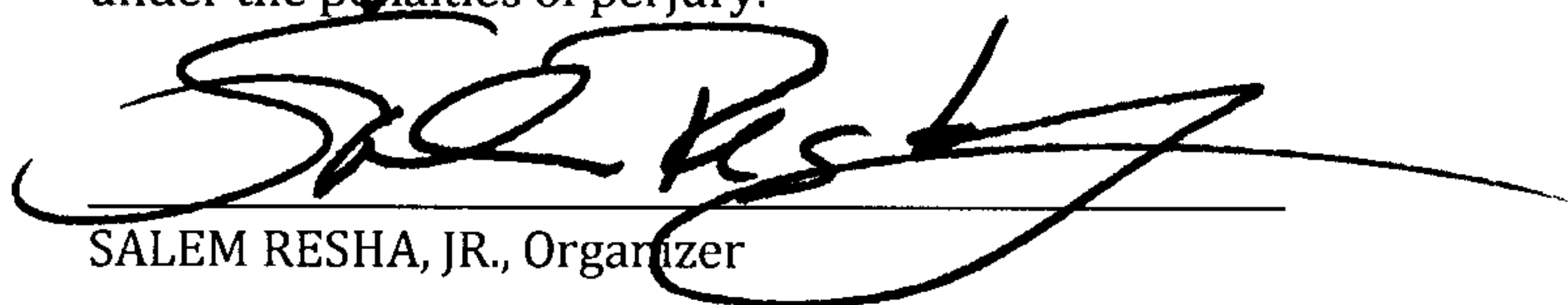
The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i) there is at least one remaining member and (ii) the business of the Company is continued by the written consent of all of the remaining members within 90 days after the occurrence of the event of dissociation.

ARTICLE VIII

Member Managed

The Company shall be managed by its Members in accordance with the Act and as further set forth is the Company's Operating Agreement.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 25th day of May, 2009 by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.


SALEM RESHA, JR., Organizer

Prepared by:
Salem Resha, Jr.
THE RESHA FIRM, PC
1516 20th Street South, Suite A
Birmingham, Alabama 35205