

This document prepared by:
Haskins W. Jones
Johnston Barton Proctor & Rose LLP
569 Brookwood Village, Suite 901
Birmingham, Alabama 35209
Telephone: (205) 458-9400

STATE OF ALABAMA)
)
COUNTY OF SHELBY)


20100504000137600 1/4 \$80.00
Shelby Cnty Judge of Probate, AL
05/04/2010 02:24:12 PM FILED/CERT

ARTICLES OF ORGANIZATION

OF

HIGHPOINT SAVANNAH, LLC

The undersigned organizer, 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 attests that the facts stated in these Articles of Organization are true and correct:

ARTICLE I
NAME

The name of this limited liability company (the "Company") shall be: **HighPoint Savannah, LLC.**

ARTICLE II
DURATION

The period of duration is perpetual unless the 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 Company and its objects, purposes and powers are as follows:

(a) To purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge a membership interest in Highpoint Holding The Depot, LLC, an Alabama limited liability company;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, lease, manage, 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; and

(c) 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 Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the 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 Company shall be 2236 Cahaba Valley Drive, Suite 207, Birmingham, Alabama, 35242, and its registered agent at such address shall be Jeffrey D. Brooks.

ARTICLE V

INITIAL MEMBERS

The names and addresses of the initial members (the "Members") of the Company are as follows:

<u>MEMBER</u>	<u>ADDRESS</u>
Brooks Holdings, LLC	2236 Cahaba Valley Drive Suite 207 Birmingham, AL 35242
Highpoint Montgomery, LLC	8606 Willow Brook Court Montgomery, Alabama 36116


20100504000137600 2/4 \$80.00
Shelby Cnty Judge of Probate, AL
05/04/2010 02:24:12 PM FILED/CERT

ARTICLE VI
ADDITIONAL MEMBERS

The Members reserves the right to admit additional Members upon the agreement by the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VII
OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by the Members and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles of Organization.

ARTICLE VIII
CONTINUATION UPON CESSATION OF MEMBER

The Member(s) shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement or Articles of Organization.

ARTICLE IX
MANAGEMENT

The Company shall be managed by a Manager. The name and address of the initial Manager of the Company are as follows:

MANAGER

Jeffrey D. Brooks

ADDRESS

2236 Cahaba Valley Drive
Suite 207
Birmingham, AL 35242


20100504000137600 3/4 \$80.00
Shelby Cnty Judge of Probate, AL
05/04/2010 02:24:12 PM FILED/CERT

ARTICLE X
ORGANIZER

The name and address of the organizer are as follows:

Haskins W. Jones
JOHNSTON BARTON PROCTOR & ROSE LLP
Colonial Brookwood Center
569 Brookwood Village, Suite 901
Birmingham, Alabama 35209-4501

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 4th day of May, 2010.



Haskins W. Jones, Organizer


20100504000137600 4/4 \$80.00
Shelby Cnty Judge of Probate, AL
05/04/2010 02:24:12 PM FILED/CERT