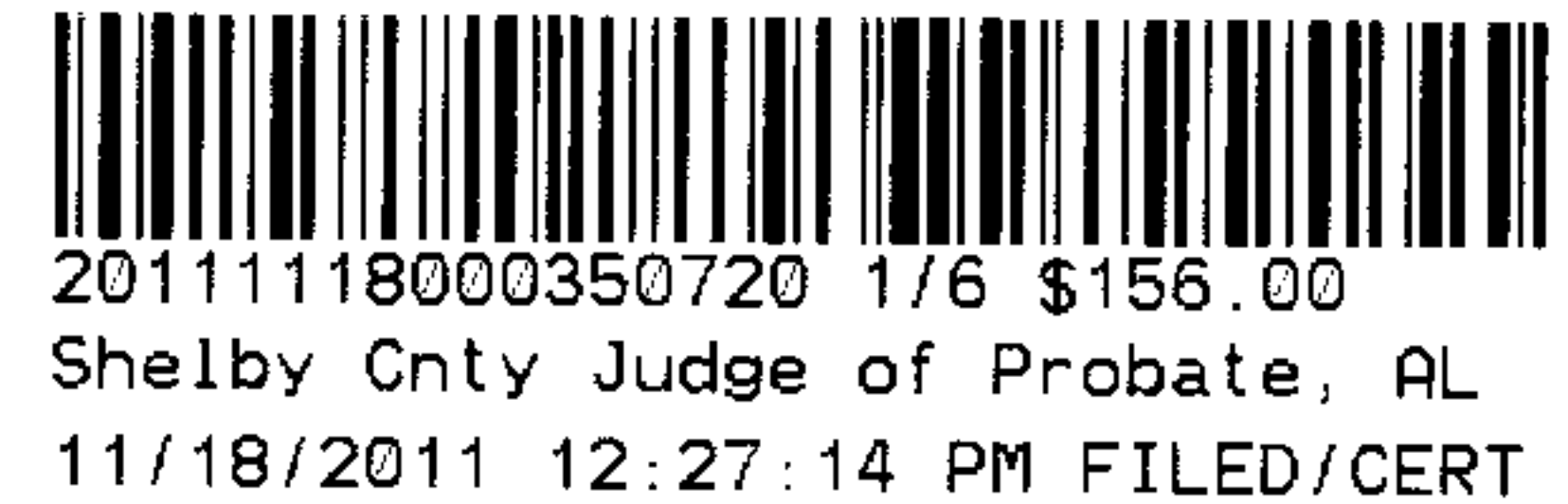


STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY (LLC)  
CERTIFICATE OF FORMATION

PURPOSE: In order to form a limited liability company (LLC) under Section 10A-1-3.05 and 10A-5-2.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the entity's initial registered office is located. **The information required in this form is required by Title 10A.**

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the limited liability company's (LLC) registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your entity will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



(For County Probate Office Use Only)

**The information completing this form must be typed or laser printed.**

1. The name of the limited liability company (must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC," and comply with Code of Alabama, Title 10A-1-5.06):

Autumn Brooke Apartments, LLC

2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached [proves name reservation under 10A-1-4.02(f)].

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

E. Kirk Wood  
Wood Law Firm, LLC  
P. O. Box 382434  
Birmingham, AL 35238-2434

**DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION**

3. Street (**No PO Boxes**) address of principal office of the limited liability company (LLC):

2000 Eagle Point Corporate Drive, Birmingham, AL 35242

Mailing address of principal office (if different from street address): \_\_\_\_\_

4. The name of the Registered Agent: Guy Savage

Street (**No PO Boxes**) address of Registered Agent (if different from principal office address):

Mailing address of Registered Agent (if different from street address): \_\_\_\_\_

5. Purpose for which the limited liability company formed: \_\_\_\_\_

\_\_\_\_\_ ; the purpose includes the transaction of any lawful business for which limited liability companies may be organized in Alabama under Title 10A, Chapter 5 of the Code of Alabama.

6. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

7. The name(s) of the Organizer(s): \_\_\_\_\_

Street (**No PO Boxes**) address of Organizer(s): \_\_\_\_\_

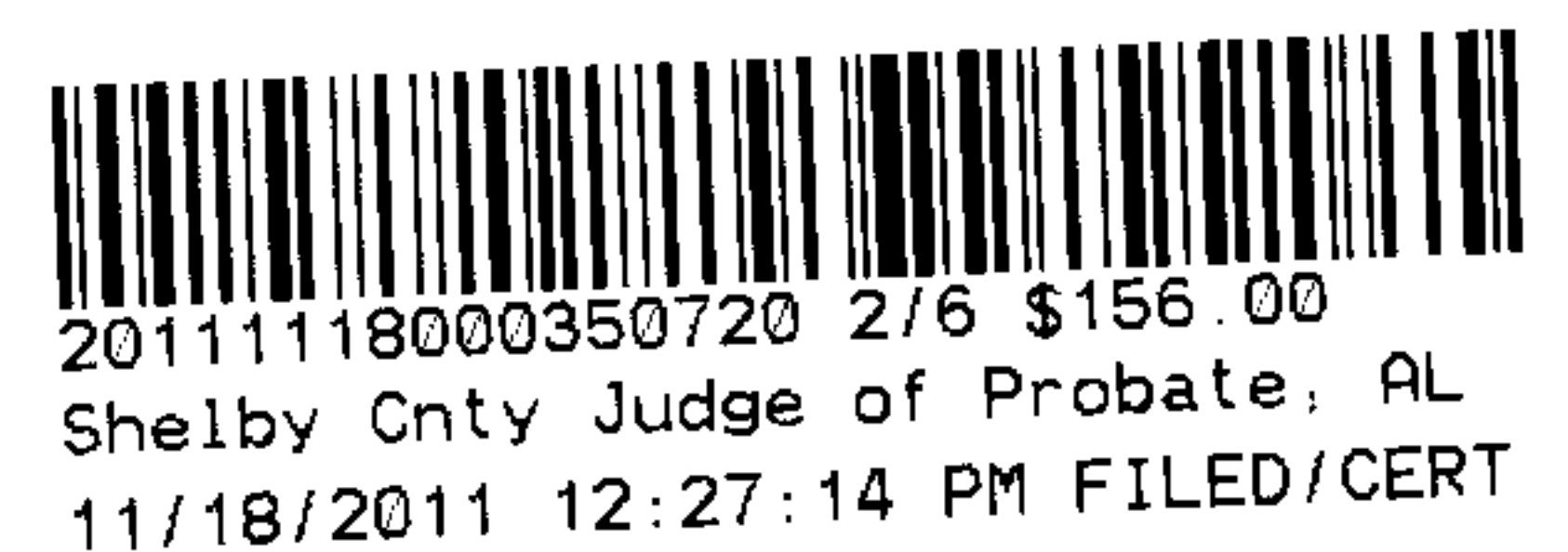
\_\_\_\_\_ Mailing address of Organizer(s) – (if different from street address): \_\_\_\_\_

**Attach a listing if more Organizers need to be added.**

8. If the limited liability company is to be managed by one or more managers, give the number of managers \_\_\_\_\_ and the names and mailing addresses of the manager or managers who are to serve as managers until their successors are elected and begin serving:

Manager's Name: \_\_\_\_\_

Mailing address of Manager: \_\_\_\_\_





**DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION**

Manager's Name: Guy Savage

Mailing address of Manager: 2000 Eagle Point Corporate Drive, Birmingham, AL 35242

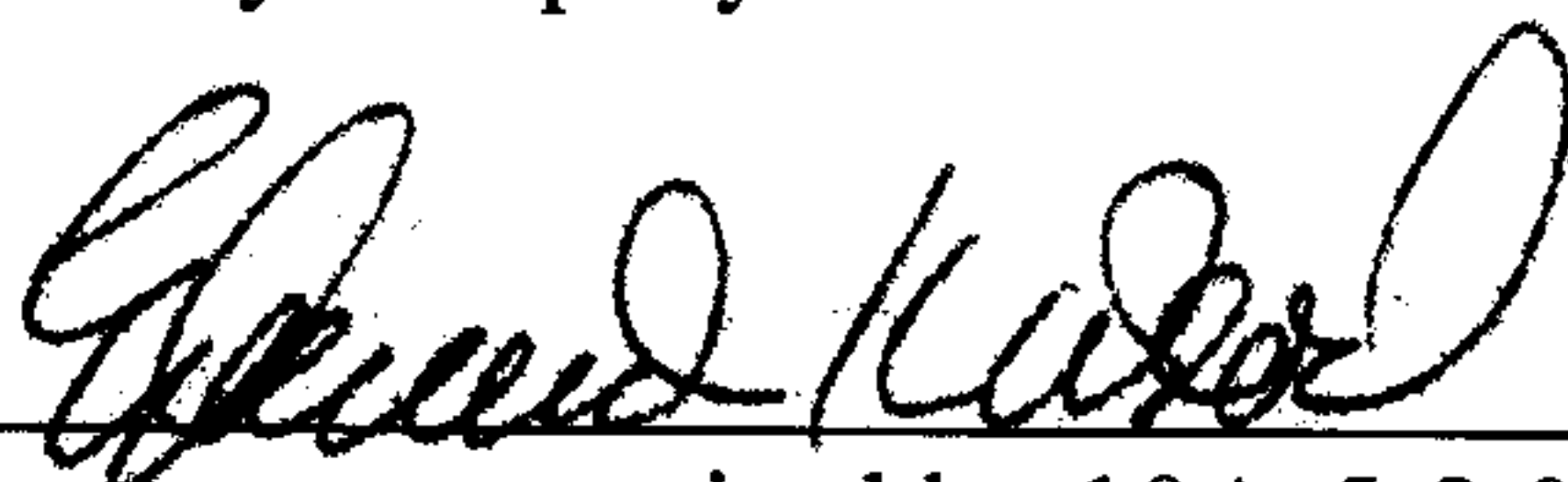
**Attach listing if more Managers need to be added.**

9. The right, if given, of the member or members to admit additional members, and the terms and conditions of the admission are attached.
10. The circumstances, if any, under which the cessation of membership of one or more members will result in dissolution of the limited liability company are attached.
11. The filing of the limited liability company is effective immediately on the date filed by the judge of probate or at the later date specified in this filing (no more than 90 days after date of signing). 10A-1-4.12

The undersigned specify 11 / 17 / 2011 as the effective date (must be later than the date filed in the office of the county judge of probate, but not more than 90 days after the date of signing).

☐ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the limited liability company.

11 / 17 / 2011  
Date (MM/DD/YYYY)

  
Signature as required by 10A-5-2.04

E. Kirk Wood  
Typed Name of Above Signature

Attorney-in-fact  
Typed Title (Member, Organizer or Attorney-in-fact)

**Additional members may sign (attach listing if necessary).**

/ /  
Date (MM/DD/YYYY)

Signature as required by 10A-5-2.04

Typed Name of Above Signature

Typed Title (Member)

Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is reserved as available:

**Autumn Brooke Apartments, LLC**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of Guy Savage, 2000 Eagle Point Corporate Drive,  
Birmingham, AL 35242 for a period of one hundred twenty days beginning  
November 17, 2011 and expiring March 16, 2012.



591-551

**In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.**

November 17, 2011

Date

*Beth Chapman*

Beth Chapman

Secretary of State



20111118000350720 4/6 \$156.00  
Shelby Cnty Judge of Probate, AL  
11/18/2011 12:27:14 PM FILED/CERT

# ARTICLES OF ORGANIZATION

OF

## Autumn Brooke Apartments, LLC

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A LIMITED LIABILITY COMPANY (THE Company) pursuant to the provisions of the Alabama Limited Liability Company Act (the LLC Act), do hereby adopt the following Articles of Organization:

### ARTICLE I

The name of the Company is:

Autumn Brooke Apartments, LLC

### ARTICLE II

The existence of the Company shall commence on the date of the filing of these Articles or Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue until December 31, 2055; *provided, however*, that the Company shall be dissolved prior to such date upon the earlier to occur of (i) the written consent of all the members to dissolve the Company; (ii) as provided in the Operating Agreement; or (iii) as may be required under the LLC Act.

### ARTICLE III

The purposes for which the Company is organized are:

- (a) to own and operate an apartment complex; and
- (b) to engage in any lawful act or activity for which limited liability companies may be organized under the LLC Act.

### ARTICLE IV

The location and mailing address of the initial registered office of the Company in the State of Alabama is 2000 Eagle Point Corporate Drive, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is Guy Savage.



## ARTICLE V

The name and mailing address of the initial member of the Company are as follows:

Guy Savage  
2000 Eagle Point Corporate Drive  
Birmingham, AL 35242

## ARTICLE VI

The Company shall admit additional members only upon the terms and conditions set forth in the Operating Agreement.

## ARTICLE VII

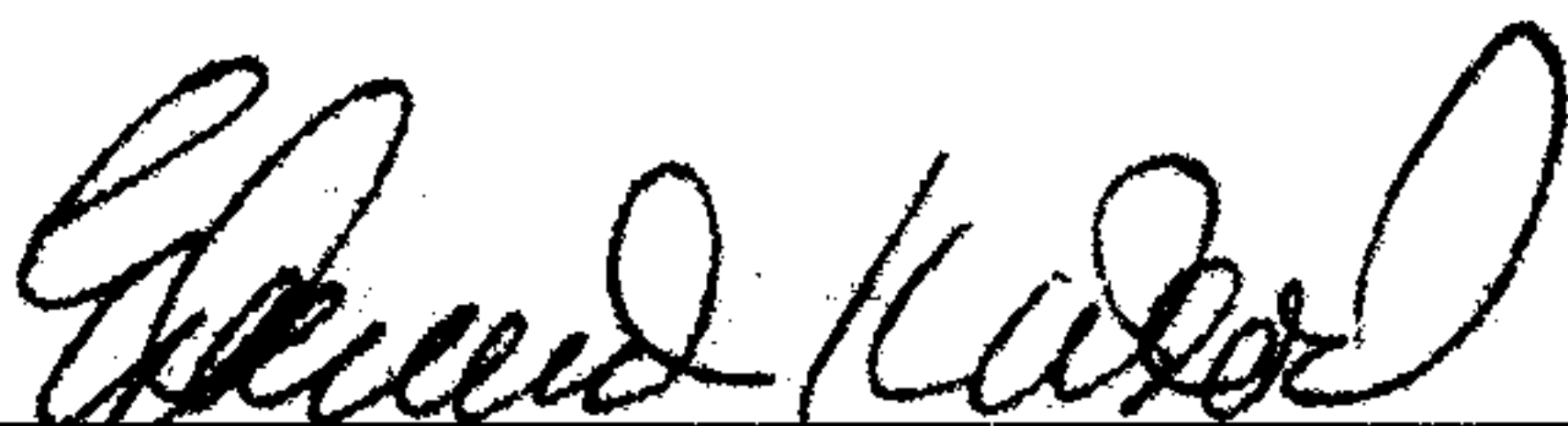
The Members of the Company shall have the right to continue its business after an event of dissociation terminates the continued membership of a member in the company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted, and (ii) the legal existence and business of the Company is continued by the written consent of all the remaining members within 90 days after the occurrence of such event of dissociation.

## ARTICLE VIII

The Company shall be managed by the member(s).

IN WITNESS WHEREOF, the undersigned, being attorney in fact for the initial member hereinbefore named, does hereby make these Articles of Organization and does hereby affirm that the facts stated herein are true, and accordingly do hereunto sign these Articles of Organization this 9<sup>th</sup> day of November, 2011.

This document prepared by E. Kirk Wood, Wood Law Firm, LLC, P.O. Box 382434, Birmingham, Alabama 35238-2434.

  
\_\_\_\_\_  
E. Kirk Wood