

**STATE OF ALABAMA  
BALDWIN COUNTY**

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION**

**OF**

**FOUR WINDS ASSOCIATES, L.L.C**

State of Alabama, Baldwin County  
I certify this instrument was filed  
and taxes collected on:

2003 December - 4 1:49PM

Instrument Number 776489 Pages 5  
Recording 10.00 Mortgage  
Deed Min Tax  
Index pp 5.00  
Archive 5.00  
Adrian T. Johns, Judge of Probate

The undersigned, pursuant to the provisions of Section 10-12-1, et seq., ("Alabama Limited Liability Company Act") of the Code of Alabama, 1975, as amended, executes the following amendment to the Articles of Organization of Four Winds Associates, L.L.C. and affirms the facts stated in this Amended and Restated Articles of Organization are true and correct:

**FIRST:** The name of the limited liability company is **FOUR WINDS ASSOCIATES, L.L.C.** ("Company")

**SECOND:** The Company's Articles of Organization were filed in the Office of the Judge of Probate, Baldwin County, on November 21, 1997 in **MISCELLANEOUS BOOK 96, PAGE 535**, et seq. and amended by instrument recorded as **INSTRUMENT NO. 536945**.

**THIRD:** The Articles of Organization of the Company are hereby amended in their entirety to read as follows:

1. The name of the limited liability company is **FOUR WINDS ASSOCIATES, L.L.C.**

2. The period of its duration is fifty (50) years from the date of filing of these Amended and Restated Articles of Organization, with the Judge of Probate, Baldwin County, Alabama, provided that the limited liability company shall cease to exist upon dissolution of the limited liability company in accordance with Section 10-12-37, et seq. of the Alabama Limited Liability Act.

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3. The purpose for which the limited liability company is organized is the transaction of any and all lawful business, including, but not limited to purchase, own, invest, hold, control, use, develop, improve, exchange, mortgage, rent, sell, convey, operate, manage, lease, or otherwise acquire, dispose of and deal generally in with, real property, both improved and unimproved, or personal property, or other interest therein, wherever situate; to erect, or cause to be erected improvements, on any lands owned, held, or occupied by the Company; to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on lands so owned, held or occupied; to encumber, sell or otherwise dispose of any lands or interest in lands, and any buildings, condominium units or other structures, at any time owned or held by the Company, and to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and to do all other things incidental to them or connected with them. Additionally, the limited liability company shall have all the powers vested in a limited liability company organized and existing by virtue of the laws of the State of Alabama.

The foregoing shall be construed in the broadest sense possible, as purposes and powers of the Company together with and in addition to, those powers specifically conferred upon the Company by law.

4. The location of the initial registered office of the Company is 3145 Gulf Shores Parkway, Gulf Shores, Alabama, 36542 and its mailing address is 3145 Gulf Shores Parkway, Gulf Shores, Alabama 36542. The name of its initial registered agent, for service of process is Rick A. Phillips.

5. The names and addresses of the Members of the Company are as follows:

<b>Name:</b>	<b>Address:</b>
<b>Phillips Business Company, LLP</b>	<b>3145 Gulf Shores Pkwy. Gulf Shores, AL 36542</b>
<b>John P. Case</b>	<b>56 Midtown Park West Mobile, AL 36606</b>

**6. The Members of the Company shall have the right to admit additional Members (including substitute and/or transferee Members) upon unanimous written consent of the Members of the Company; provided however, that so long as there shall be only one Member of the limited liability company, an assignee of such sole Member of the Company shall be admitted as a substitute and/or transferee Member automatically in the event that such sole Member's entire membership interest and financial interest in the Company is transferred (whether upon the death of said sole Member or otherwise) to such assignee.**

**The cessation of a Member's membership in the Company shall not result in the dissolution of the Company. In the event a Member ceases to be a Member of the Company (whether voluntary or involuntary) and such Member was at the time of cessation of membership the only remaining Member of the Company, the holders of all of the financial rights in the Company may agree in writing to continue the legal existence and business of the Company and to appoint one or more new Members to the Company.**

**7. Management of the limited liability company shall be vested in the Members through one or more designated General Manager(s). The name and address of the General Managers are as follows:**

<b>Name:</b>	<b>Address:</b>
<b>Rick A. Phillips</b>	<b>3145 Gulf Shores Parkway Gulf Shores, AL 36542</b>
<b>John P. Case</b>	<b>56 Midtown Park West Mobile, AL 36606</b>

**A General Manager(s) shall continue to serve as a General Manager until a successor is elected by a majority vote (51% or greater) of the Membership Interests. It will only require the signature of one General Manager to bind the Company, as it relates to any action taken by the Company or any transaction entered into by the Company.**

8. The individual Members of the Company shall have no liability for any debt, obligation, or liability of the limited liability company, as provided in the Alabama Limited Liability Company Act.

9. The percentage interest (Membership Interest) of each Member of the Company is as follows:

<b>Phillips Business Company, LLP</b>	<b>- 50.00%</b>
<b>John P. Case</b>	<b>- 50.00%</b>

10. The Company's net profit or net losses shall be determined on no less than a quarterly basis, or as determined by the Members, and shall be allocated to the Members in proportion to their Sharing Ratio Interests. "Net profits or net losses" shall be determined in accordance with generally accepted accounting principles. The "Sharing Ratio Interest" of each Member is set forth below opposite the Member's name:

<b>Name:</b>	<b>Sharing Ratio Interest:</b>
<b>Phillips Business Company, LLP</b>	<b>50.00%</b>
<b>John P. Case</b>	<b>50.00%</b>

The undersigned, acting as the Members of the limited liability company named herein in accordance with the Alabama Limited Liability Company Act, as amended, execute these Amended and Restated Articles of Organization this 3 day of December, 2003.

*John P. Case* (SEAL)  
**JOHN P. CASE, Member**

**Phillips Business Company, LLP  
- Member**

By: *Rick A. Phillips* (SEAL)  
**Rick A. Phillips, Managing Partner**

**THIS IS THE SIGNATURE PAGE TO THE AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION OF FOUR WINDS ASSOCIATES, L.L.C.**

The undersigned, The Phillips Business Company, by signing below,  
acknowledges it no longer has any Membership Interest nor Financial Rights  
in the Company.

**The Phillips Business Company,  
a Business Trust**

By: *Rick A. Phillips* (SEAL)  
**Rick A. Phillips, Director**

By: *Rebecca R. Phillips* (SEAL)  
**Rebecca R. Phillips, Director**

**This instrument prepared by: Thomas W. Klyce, P.C., Attorney at Law,  
Post Office Box 2301, Gulf Shores, AL 36547**