


STATE OF ALABAMA)
COUNTY OF SHELBY)



20110519000150330 1/4 \$156.00
Shelby Cnty Judge of Probate, AL
05/19/2011 02:12:27 PM FILED/CERT

ARTICLES OF ORGANIZATION
OF
SPECIALTY METALS PROCESSING, LLC.

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the *1975 Code of Alabama*, as amended (the “Alabama Limited Liability Company Act”), hereby file the following Articles of Organization with the Probate Judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

The name of the limited liability company is **Specialty Metals Processing, LLC.** (the “Company”).

ARTICLE II

The period of duration of the Company shall be perpetual from the date of filing of these Articles of Organization with the Probate Court of Shelby County, Alabama until the first to occur of the following:

- (a) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time; or
- (b) Upon the written unanimous consent of seventy five percent (75%) of the membership interest of the Company.

ARTICLE III

The purposes for which the Company is organized are as follows:

- (a) To engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
- (b) To engage in metal value added processing and distribution including but not limited to metal heat treating, turning, polishing, cutting and reselling.
- (c) To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security

interest in furtherance of any or all of the purposes of the Company.

(d) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company; and

(e) To do any other acts or things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the Company, subject to the terms and conditions of this Operating Agreement.

ARTICLE IV

The location and mailing address of the initial registered office of the company shall be 420 Ramsay Road Birmingham AL 35242. The initial registered agent at the foregoing address shall be Ed Moses.

ARTICLE V

The names and mailing addresses of the initial members of the company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Edward J. Moses, III	1401 Doug Baker Blvd. Ste 107-112 Birmingham AL 35242

ARTICLE VI

The members of the Company shall have the right to admit additional members to the Company under the terms and conditions specified by the Operating Agreement or any Agreement signed by all of the then existing members.

ARTICLE VII

The members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company shall not cause the dissolution of the company if:

(i) there is at least one remaining member; and the legal existence and business of the Company is continued by a written consent of a majority of the remaining membership interests within 90 days after the member's cessation of membership, or

(ii) there is no remaining member but either:

a) The holder of financial rights in a single member Company agrees in writing within 90 days after cessation of membership of the last member

to continue the legal existence and business of the Company and to appoint one or more new members, or

b) The legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement.

ARTICLE VIII


The Company shall be managed by a manager or managers. The names and mailing addresses of the manager who is to serve as manager until the first annual meeting of the members or until his successors are duly elected and qualified are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Edward J. Moses, III	1401 Doug Baker Blvd. Ste 107-112 Birmingham AL 35242


ARTICLE IX

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned, constituting all the members of the Company, have executed these Articles of Organization this 9th day of May, 2011.


Edward J. Moses, III, Member

This instrument was prepared by:
Hayes D. Brown, Esquire
Monroe, Trippe & Brown
Mountain Brook Center, Suite 320 West
2700 Highway 280
Birmingham, Alabama 35223


20110519000150330 3/4 \$156.00
Shelby Cnty Judge of Probate, AL
05/19/2011 02:12:27 PM FILED/CERT

Beth Chapman
Secretary of State

20110519000150330 4/4 \$156.00
Shelby Cnty Judge of Probate, AL
05/19/2011 02:12:27 PM FILED/CERT

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

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the 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:

Specialty Metals Processing, LLC

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of HAYES D BROWN, 2700 HIGHWAY 280 ST 320W, BIRMINGHAM, AL 35223 for a period of one hundred twenty days beginning May 6, 2011 and expiring September 4, 2011

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.



580-397

Date May 10, 2011

Beth Chapman Secretary of State