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Shelby Cnty Judge of Probate, AL
12/06/2013 09:34:54 AM FILED/CERT

This document prepared by:
Haskins W. Jones
2829 2nd Avenue South, Suite 305
Birmingham AL 35233

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION
OF
HIGHPOINT ENERGY PARTNERS III, 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 Energy Partners III, 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 limited liability company interest in an entity or entities engaged in the ownership of real estate;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, lease, 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 100, Birmingham, Alabama, 35242, and its registered agent at such address shall be Patrick J. Sullivan.

ARTICLE V **INITIAL MEMBER**

The name and address of the sole initial member (the "Member") of the Company is as follows:

MEMBER

Buckingham Holdings, LLC

ADDRESS

2236 Cahaba Valley Drive
Suite 100
Birmingham, AL 35242

ARTICLE VI **ADDITIONAL MEMBERS**

The Member reserves the right to admit additional Members upon the agreement by the Member 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 Member 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

Patrick J. Sullivan

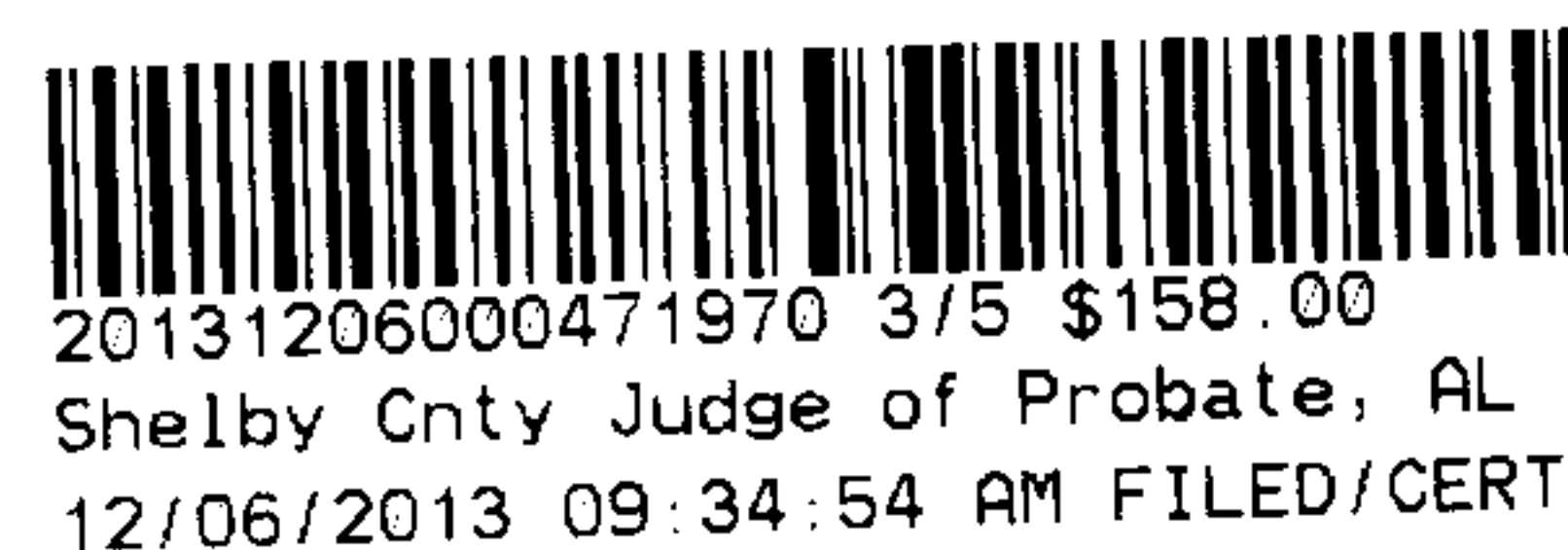
ADDRESS

2236 Cahaba Valley Drive
Suite 100
Birmingham, AL 35242

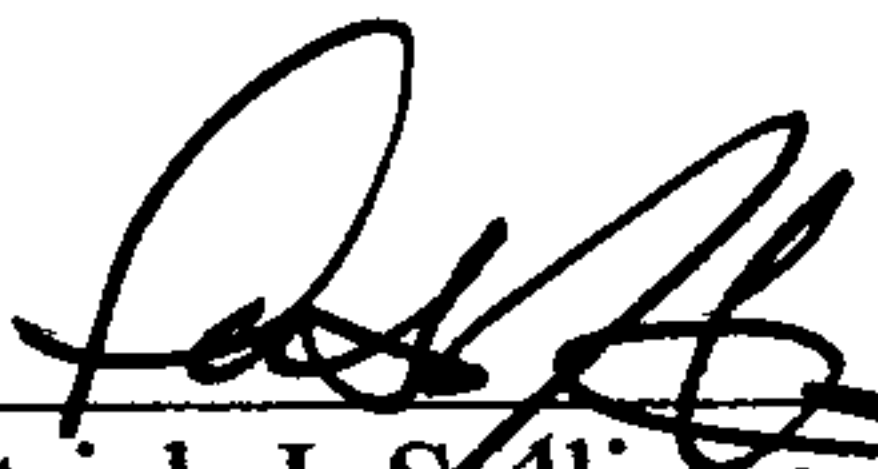
ARTICLE X
ORGANIZER

The name and address of the organizer are as follows:

Patrick J. Sullivan
2236 Cahaba Valley Drive
Suite 100
Birmingham, AL 35242



IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 6th day of December, 2013.



Patrick J. Sullivan, Organizer

Jim Bennett
Secretary of State

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

STATE OF ALABAMA

**I, Jim Bennett, 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:

HighPoint Energy Partners III, LLC

This name reservation is for the exclusive use of Pat Sullivan, 2236 Cahaba Valley
Drive, Ste. 100, Birmingham, AL 35242 for a period of one year beginning
December 06, 2013 and expiring December 06, 2014



RES643476

**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.**

December 06, 2013

Date

Jim Bennett

Secretary of State

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