


STATE OF ALABAMA)

COUNTY OF SHELBY)


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Shelby Cnty Judge of Probate, AL
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**ARTICLES OF DISSOLUTION
OF
ENERGY RECOVERY GROUP, INC.**

Pursuant to the provisions of the Alabama Business Corporation Act and § 10A-2-14.03 of this Act, the undersigned Corporation hereby adopts these Articles of Dissolution:

ARTICLE I

The name of the Corporation is ENERGY RECOVERY GROUP, INC.

ARTICLE II

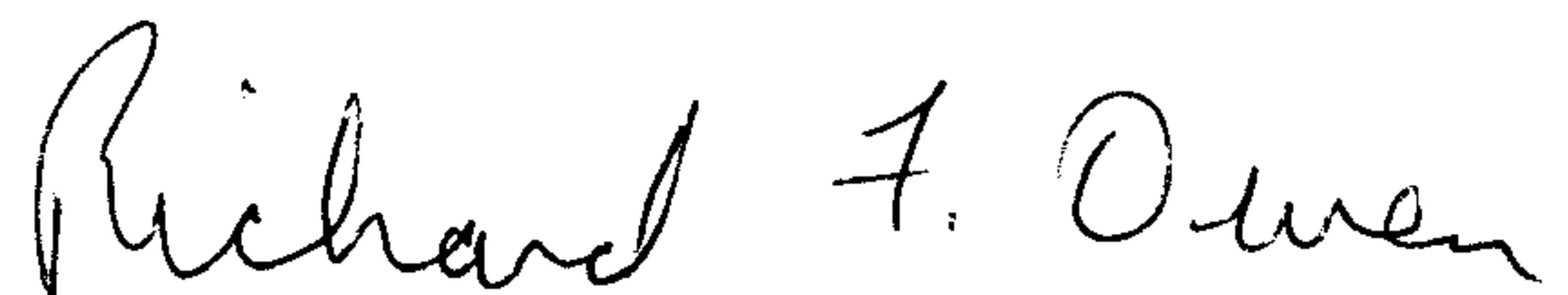
The dissolution of the Corporation was authorized on December 20, 2013.

ARTICLE III

The dissolution of the Corporation was approved by Unanimous Written Consent of all Shareholders in accordance with Ala. Code, 1975 § 10A-2-14.02(f), and as evidenced by the attached copy of such Consent.

Dated this 20th day of December, 2013.

ENERGY RECOVERY GROUP, INC.

By: 
Richard F. Owen, Its President

Steve Leara
800 Shadescreek pkwy suite 400
B'ham, AL 35209

**SHAREHOLDER'S WRITTEN CONSENT TO
DISSOLUTION OF ENERGY RECOVERY GROUP, INC.**

1. The undersigned constitutes the shareholders of ENERGY RECOVERY GROUP, INC., the "Company"), a corporation organized under the laws of the State of Alabama. The shareholders have determined that it would be in the best interest of the Company and its shareholders for the Company to be dissolved. Therefore, pursuant to Section 10A-2-14.02(f) of the Alabama Code, the shareholders hereby consent to the dissolution of the Company.

2. The shareholders further declare that the officers and Directors of the Company are authorized and directed to take all actions necessary to wind up the affairs of the Company, including the lease, sale, conveyance, or assignment of any or all of the Company's assets and to execute any documents or instruments necessary and incident thereto.

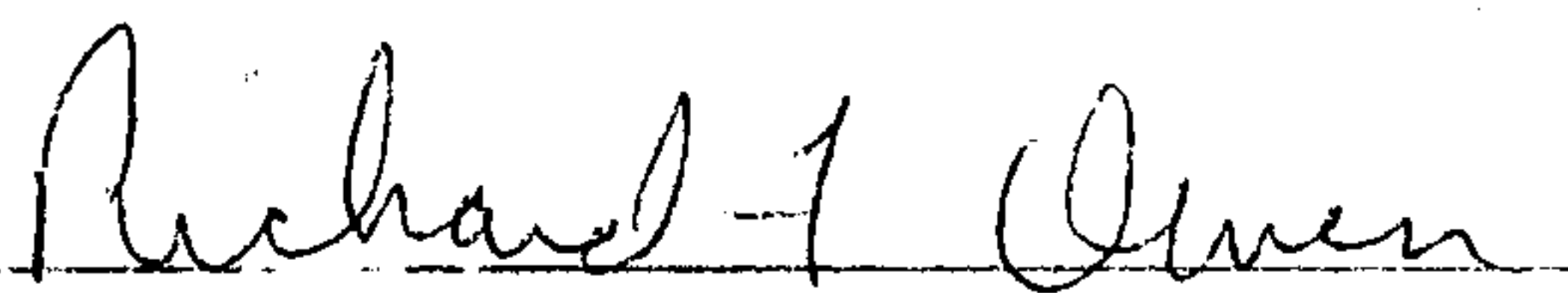
3. The shareholders further declare that the officers and Directors of the Company are authorized and directed to apply the assets of the Company, in cash or in kind, toward making suitable provision for the payment of all of its known debts and are then authorized and directed to distribute the remainder of the Company's assets to the shareholders, in cash or in kind.

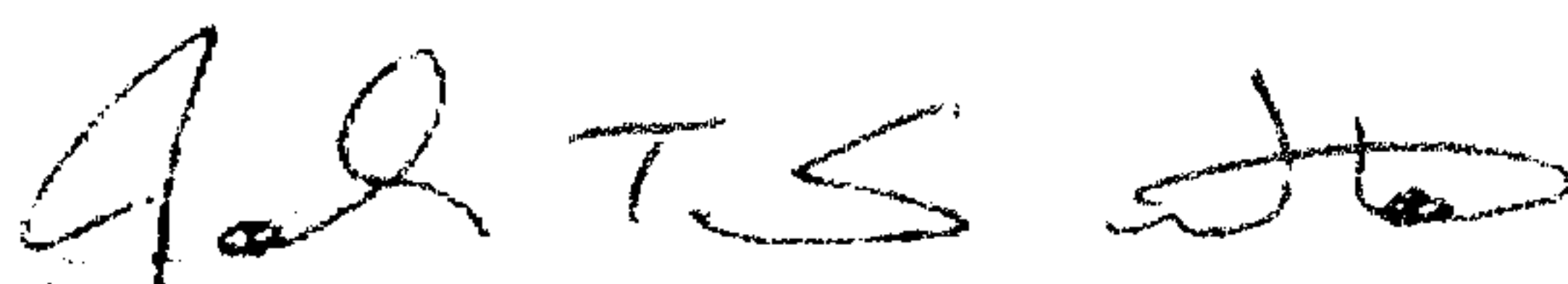
4. The shareholders further declare that the officers and Directors of the Company are authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of the Company.

5. The shareholders further declare that, on completion of all liquidation procedures, the officers and Directors of the Company are authorized and directed to file all documents required by law to complete the winding up of the affairs and the dissolution of the Company.

EXECUTED on this 20th day of December, 2013.

SHAREHOLDERS:


Richard F. Owen


John T. Sutton



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