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This Instrument Was Prepared By:

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STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF INCORPORATION
OF
EMPIRE COAL SALES, INC.

The undersigned Incorporator hereby adopts the following Articles of Incorporation:

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ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

Empire Coal Sales, Inc.

ARTICLE II
PERIOD OF DURATION

The period of duration of the corporation shall be unlimited and perpetual.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which the corporation is formed are:

(a) To purchase, acquire, sell, own, lease, license, exploit, develop, restore and otherwise deal and trade in coal or other minerals and all types of rights in coal or other minerals, as owner, agent, broker or otherwise.

(b) To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(c) To purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may have or grant.

(d) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange, and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyright, trademarks and trade names, know-how, and tradesecrets, relating to or useful in connection with any business objects or purposes of the corporation.

(e) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of, shares of stock, bonds, or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or foreign countries, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(f) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(g) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise to hold, or in any manner dispose of, the whole or any party of the property so acquired; to conduct in any lawful manner

the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in or about the conduct and management of any such business.

(h) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(i) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(j) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, scrip, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior or subsequent to the acquisition of any such shares, the Board of Directors of the corporation shall have determined that such shares shall be restored to the status of authorized but unissued shares.

(k) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting securities thereon, in making and obtaining loans, whether secured by a mortgage of or security interest in such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

(l) To enter into any plan or program for the assistance and welfare of its employees.

(m) To enter into any legal arrangements for sharing of profits, reciprocal concessions, or cooperation, as general or limited partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of the corporation.

(n) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions of the United States, and in any and all foreign countries subject to the laws of such state, district, territory, possession, colony or country.

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(o) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself to, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and the interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance of other bond, mortgage, or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, natural person or other entity whatsoever, in which the corporation may have a lawful interest, or on account of, or with respect to, any transaction in which the corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. The corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in the corporation, or (B) which owns stock in another corporation which owns stock in the corporation, or (C) in which the corporation owns stock, or (D) in which another corporation owns stock which also owns stock in the corporation, or (E) in which any one or more persons who own stock in the corporation also own stock, or (F) which or who has entered into any contractual agreement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness or contracts of the corporation, or which may engage with the corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

(p) To carry on any other business in connection with the foregoing.

(q) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of the corporation, to the same extent as a natural person might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to the corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the corporation, as well as powers, and provisions for the regulation of the business and the conduct of the affairs of the corporation, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of objects and purposes shall not be held to limit or restrict in any manner

the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

ARTICLE IV

LOCATION OF INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation in the State of Alabama shall be #3 Eagle View, Shoal Creek, Alabama 35242, and the corporation's initial registered agent at such address shall be John C. Fay, Jr.

ARTICLE V

CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation shall be authorized to issue and have outstanding shall be One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share, being a total authorized capital stock of One Thousand Dollars (\$1,000.00), all of the same class.

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is One (1), and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successor is elected and shall qualify is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John C. Fay, Jr.	#3 Eagle View Shoal Creek, Alabama 35242

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edgar C. Gentle, III	1928 First Avenue North Suite 1501, Colonial Bank Bldg. Birmingham, Alabama 35203

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 12th day of December, 1991.


Edgar C. Gentle, III
Incorporator

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned Notary Public for the State of Alabama, County of Jefferson, hereby certify Edgar C. Gentle, III, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day, that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal of office the day and year aforesaid.

(SEAL)

A. Neesse Carden
NOTARY PUBLIC

My Commission Expires:
6-30-98

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STATE OF ALABAMA

I, Billy Joe Camp, 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 section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Empire Coal Sales, Inc.

This domestic corporation name is proposed to be incorporated in ^{Shelby} Jefferson County and is for the exclusive use of William G. Somerville III, 2100 1st Avenue North - Ste 700, Birmingham, AL 35203 for a period of one hundred twenty days beginning December 4, 1991 and expiring April 3, 1992.

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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 4, 1991

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

EMPIRE COAL SALES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of EMPIRE COAL SALES, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of EMPIRE COAL SALES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 16th day of DECEMBER, 19 91

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

Thomas A. Snowden, Jr.
Judge of Probate

91 DEC 16 PM 1:22

JUDGE OF PROBATE

Rec 35.00
Jud 3.00
38.00