

This instrument prepared by:

✓ K. Wood Herren
Bradley, Arant, Rose & White
1400 Park Place Tower
2001 Park Place
Birmingham, Alabama 35203
(205) 521-8505

ARTICLES OF ORGANIZATION
OF
BIRMINGHAM BAG COMPANY, L.L.C.

Inst # 1994-24975

1. The name of the limited liability company is Birmingham Bag Company, L.L.C.

2. The period of its duration is perpetual; provided, that the limited liability company shall cease to exist upon dissolution of the limited liability company in accordance with Section 37 of the Alabama Limited Liability Company Act.

3. The purpose for which the limited liability company is organized is the transaction of any or all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Act, including, but not limited to, the manufacture and production of polypropylene bags for shipment and use of explosives and other plastic products, and to do any and all other things necessary, proper, advisable, or convenient for the accomplishment of the foregoing.

4. The location and mailing address of the initial registered office of the limited liability company is 300 M. H. Williams Drive, Helena, Alabama 35080. The name of its initial registered agent at that address is Robert E. Reed.

08/09/1994-24975
03:26 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 80.00

5. The names and addresses of the initial members of the limited liability company are as follows:

<u>Name</u>	<u>Address</u>
Reed Family Partnership, Ltd.	c/o Robert E. Reed SouthTrust Tower, Suite 2450 Birmingham, Alabama 35203
Mark A. Todd, Esq.	Jenkins & Gilchrist Suite 3200, 1445 Ross Avenue Dallas, Texas 75202-2799
Candace T. Ewert	3963 Point Clear Drive Missouri City, Texas 77459
Jennifer E. Reed	509 Euclid Avenue Birmingham, Alabama 35213
James A. Todd, Jr.	2005 Garden Place Birmingham, Alabama 35223

6. The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of the members of the limited liability company.

7. Upon the occurrence of an event of dissociation of a member of the limited liability company, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company; provided, that (i) there are at least two remaining members or at least one remaining member and a new member is admitted, and (ii) the legal existence and business of the limited liability company are continued by the unanimous written consent of all remaining members within 90 days after the occurrence of the event of dissociation.

8. Management of the limited liability company shall be vested in the Members; provided, however, that the members, or any one or more of them, with the unanimous written consent of the members, may designate one or more managers to manage the business of the limited liability company or any part thereof.

The undersigned, acting as the initial members of the limited liability company named herein in accordance with the Alabama Limited Liability Company Act, execute these Articles of Organization this 9th day of August, 1994.

REED FAMILY PARTNERSHIP, LTD.

By: _____

Its: _____

Mark A. Todd

Candace T. Ewert

Jennifer E. Reed
Jennifer E. Reed

James A. Todd, Jr.
James A. Todd, Jr.

The undersigned, acting as the initial members of the limited liability company named herein in accordance with the Alabama Limited Liability Company Act, execute these Articles of Organization this 9th day of August, 1994.

REED FAMILY PARTNERSHIP, LTD.

By: _____
Its: _____

Mark A. Todd
Mark A. Todd

Candace T. Ewert

Jennifer E. Reed

James A. Todd, Jr.

The undersigned, acting as the initial members of the limited liability company named herein in accordance with the Alabama Limited Liability Company Act, execute these Articles of Organization this 9th day of August, 1994.

REED FAMILY PARTNERSHIP, LTD.

By: _____
Its: _____

Mark A. Todd

Candace T. Ewert
Candace T. Ewert

Jennifer E. Reed

James A. Todd, Jr.

Inst # 1994-24975

08/09/1994-24975
03:26 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 RCD 80.00