

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION

INSTRUCTIONS:

STEP 1: A LIMITED LIABILITY COMPANY MUST BE FORMED AND EXECUTED BY TWO OR MORE PERSONS AS MEMBERS; THE "ARTICLES" MUST ALSO SET FORTH THE RIGHT, TERMS AND CONDITIONS, IF GIVEN, TO ADMIT ADDITIONAL MEMBERS; THE RIGHT, IF GIVEN, BY REMAINING MEMBERS TO CONTINUE BUSINESS AFTER DISSOCIATION; AND ANY OTHER PROVISIONS NOT INCONSISTENT WITH THE LAW.

STEP 2: THE NAME OF THE LIMITED LIABILITY COMPANY MUST CONTAIN THE WORDS LIMITED LIABILITY COMPANY OR L.L.C.

STEP 3: FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF ORGANIZATION IN THE COUNTY WHERE THE LLC'S REGISTERED OFFICE IS LOCATED. THE JUDGE OF PROBATE'S FILING FEE IS \$35 AND THE SECRETARY OF STATE'S FILING FEE IS \$40.

STEP 4: FILE A COMPLETED REPORT OF DOMESTIC LIMITED LIABILITY COMPANY WITH THE SECRETARY OF STATE WITHIN 30 DAYS OF FILING THE ARTICLES OF ORGANIZATION WITH THE JUDGE OF PROBATE. THE FILING FEE IS \$5.

PURSUANT TO THE PROVISIONS OF THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION.

Article I The name of the Limited Liability Company. ENERGY RESOURCES, LLC.

Article II The duration of the Limited Liability Company is DEC. 31, 2044.

Article III The Limited Liability Company has been organized for the following purpose(s):
TO SUPPLY GOODS & SERVICES TO
THE POWER INDUSTRY.

Article IV The street address (NO PO BOX) of registered office 141 BROOKSHIRE LANE, DELHAM, AL. 35124 and the name of registered agent at that office JOHN BERZALAN.

Article V The names and addresses of the initial Members. (Attach additional sheets if necessary.)
SEE SCHEDULE A. ATTACHED

Article VI If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of members or until their successors are elected and qualify.
John BERZALAN, Ron BRADLEY, Tim McNAY,
GEORGE, Mizzell & Shannon RITCHIE.

Any provision, not inconsistent with the law, for the regulation of the internal affairs of the Limited Liability Company are permitted to be set out in the operating agreement of the LLC.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this, the Sixth day of February, 19 97.

John L BERZALAN

Signature of Member

John L Berzalan

Signature of Member

THIS DOCUMENT PREPARED BY 03932
02/06/1997
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SHELBY COUNTY JUDGE OF PROBATE
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Schedule A

John L. Bertalan Dolores L. Bertalan 4420 Clairmont Birmingham, Alabama 35222	15%
Ronald J. Bradley Doris M. Bradley 4207 Lakecrest Drive Shreveport, Louisiana 71109	10%
Sumter M. Carmichael 4361 Cliff Road Birmingham, Alabama 35222	2%
William R Engstrom Marry B. Engstrom 28 Howe Street Ashland, Massachusetts 01721	4%
John E. Ingram 1635 N McFarland Blvd. Tuscaloosa, Alabama 35406	0.5%
John J. McCrea 12807 Harborwood Dr. Largo, Florida 33774	1%
Richard E. McFalls Terry McFalls 1528 26th Street N. Birmingham, Alabama 35283	1.5%
Timothy D. McNay Sharon K. McNay 157 Oak View Lane Helena, Alabama 35080	5%

George E. Mizzell Jr. Elaine O Mizzell 1836 Canyon Rd. Birmingham, Alabama 35216	15%
Charles W. Ochs 3413 E. Briarcliffe Rd Birmingham, Alabama 35223	2%
William Shannon Ritchie Sharon H. Ritchie 113 Hermosa Dr. Birmingham, Alabama 35209	6%
Charles M. Tyndal Jr. Charles M. Tyndal Jr. Custodian for Charles Mathison Tyndal III, UALUTMA Charles M. Tyndal Jr. Custodian for Stephanie Leigh Tyndal, UALUTMA 1528 26th Street N. Birmingham, Alabama 35283	1% 0.25% 0.25%
Michael Van Petten 2641 Oneal Circle Birmingham, Alabama 35226	1%

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