

ARTICLES OF INCORPORATION OF

ODESSA MINES, INC.

An Alabama Corporation

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA

The undersigned for the purpose of forming a corporation pursuant to the provisions of the Code of Alabama (1994) Section 10-2B-1.01 et seq. hereby certify as follows:

1. **Name.** The name of the Corporation is:

"Odessa Mines, Inc."

2. **Duration.**

2.1 The duration of the Corporation shall be perpetual.

2.2 The Corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in Section 2.1 of this Article 2 and shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares of stock, retirement or expulsion of any one or more of the shareholders, or any other event under the laws of the State of Alabama and under like circumstances of life independent of the life or status of its shareholders.

3. **Purpose.** The purpose for which the Corporation is organized is to conduct the business of mining natural resources, and to transact any or all lawful businesses for which business corporations may be incorporated in accordance with the laws of Alabama.

4. **Capital Stock.** The aggregate number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

5. **Initial Registered Office and Agent.** The location and mailing address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are as follows:

Terry M. Habshey
7000 Highway 25
Montevallo, Alabama 35115

6. **Directors and Officers.**

6.1 The business and affairs of the Corporation shall be managed by its Board of Directors which shall consist of one (1) director. The number of directors may be changed as provided in the Bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

6.2 The members of the Board of Directors shall be elected at the annual meeting of the shareholders and shall hold office for one (1) year until the next annual meeting of shareholders or until their successors have been duly elected and qualified.

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6.3 The name and address of the person who shall serve as the initial member of the Board of Directors of the Corporation until the first meeting of shareholders is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Terry M Habshey	7000 Highway 25 Montevallo, AL 35115

7. **Incorporator.** The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gail S. Clark	1616 King Charles Court Alabaster, AL 35007

IN WITNESS WHEREOF, the undersigned Incorporator hereunto subscribed her name to these Articles of Incorporation on 5th day of May, 1997.



Gail S. Clark

STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, 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:

Odessa Mines, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Gail Clark, 7000 Highway 25, Montevallo, AL 35115 for a period of one hundred twenty days beginning March 12, 1997 and expiring July 11, 1997.

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.

March 12, 1997

Date



Jim Bennett

A handwritten signature in cursive script that reads "Jim Bennett".

Secretary of State

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