

ARTICLES OF ORGANIZATION
OF
CAHABA COKE & COAL, L.L.C.

Inst # 1998-01449

Pursuant to the provisions of Sections 10-12-1, et seq. of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is **CAHABA COKE & COAL, L.L.C.** (the "Company").

ARTICLE II

Duration

The Company shall have a duration from the date of filing these Articles of Organization with the judge of probate's office until December 31, 2025, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) To engage in the exploration and mining of coal and other natural resources;
- (b) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, develop, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to manage, market, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein, and to engage in any and all business activities related to or incidental thereto; and

(c) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(d) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(e) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 200 Cahaba Park South, Suite 112, Birmingham, Alabama 35242, and its registered agent at such address shall be Daryn M. Bookout.

ARTICLE V

Initial Members

The names and addresses of the initial Members are:

<u>NAME</u>	<u>ADDRESS</u>
Cahaba B & L, Inc.	200 Cahaba Park South, Suite 112 Birmingham, AL 35242
David B. Bookout	Rt. 8 Box 928 Jasper, Alabama 35503
Daryn M. Bookout	4672 Caldwell Mill Road Birmingham, Alabama 35243
Robert A. Lewis	240 Windchase Drive Birmingham, Alabama 35242
Thomas A. Lewis	1634 Wingfield Drive Birmingham, Alabama 35242

ARTICLE VI

Organizer

The name and address of the Organizer is Daryn M. Bookout, 4672 Caldwell Mill Road, Birmingham, Alabama 35243.

ARTICLE VII

Admission of Additional Members

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company, which it is contemplated will authorize the Manager to admit additional Members upon the unanimous consent of all Members of the Company and the additional Member's execution of an Admission Agreement.

ARTICLE VIII

Manager

The business and affairs of the Company shall be managed by the Manager. The name and address of the initial Manager of the Company, and who shall serve until its successor is elected and shall begin serving is:

NAME

Cahaba B & L, Inc.

ADDRESS

200 Cahaba Park South, Suite 112
Birmingham, AL 35242

IN WITNESS WHEREOF, these Articles of Organization have been subscribed as of the 14th day of January, 1998, by the undersigned, who affirm that the statements made herein are true under the penalties of perjury.


Daryn M. Bookout
Organizer

This document prepared by: W. Lee Thuston, Esq.
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