

This instrument was prepared by:

Donna Knotts Byrd

Najjar Denaburg, P.C.

2125 Morris Avenue

Birmingham, Alabama 35203

Inst # 2000-02828

01/27/2000-02828

02:30 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

004 HWS 80.00

ARTICLES OF ORGANIZATION

OF

I-A-M LUBRICANTS, L.L.C.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Limited Liability Company Act (hereinafter referred to as "the Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company ("Company") is:

I-A-M Lubricants, L.L.C.

ARTICLE II

DURATION

The period of duration for the Company shall be from the date of filing these Articles of Organization with the Office of the Judge of Probate of Shelby County, Alabama (the "Filing Date"), until the earliest to occur of the following:

- (1) The fiftieth (50th) anniversary of the Filing Date;

(2) Dissolution of the Company by the unanimous written agreement of the Members; or

(3) The occurrence of an event which under the Act constitutes an event of dissociation or otherwise works a termination of the Company under the Act, unless the legal existence and business of the Company are continued pursuant to Article VII below.

ARTICLE III

PURPOSES

The Company has been organized for the following purposes:

(1) to purchase or otherwise acquire, market, distribute, sell, let and deal in lubricants, petroleum, oil products, goods, wares, merchandise, and personal property of every description which a company of this kind may lawfully acquire, hold, dispose of and deal in; and

(2) For any lawful purpose or purposes for which a limited liability company may be organized under the laws of the State of Alabama.

ARTICLE IV

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Company is 6265 Victoria Drive, Pelham, Alabama 35124 and the name of the initial registered agent of the Company at such address is Alan J. Hicks.

ARTICLE V

INITIAL MEMBERS

The names and mailing addresses of the initial members of the Company are as follows:

<u>Name</u>	<u>Mailing Address</u>
Alan J. Hicks	6265 Victoria Drive Pelham, Alabama 35124

Leon A. Nolen

c/o Ligon Industries, L.L.C.
National Bank of Commerce Bldg.
1927 First Avenue North
Birmingham, Alabama 35203

ARTICLE VI

ORGANIZERS

The names and mailing addresses of the organizers of the Company are as follows:

<u>Name</u>	<u>Mailing Address</u>
Alan J. Hicks	6265 Victoria Drive Pelham, Alabama 35124
Leon A. Nolen	c/o Ligon Industries, L.L.C. National Bank of Commerce Bldg. 1927 First Avenue North Birmingham, Alabama 35203

ARTICLE VII

ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit new members from time to time. Additional members may be admitted only upon the unanimous written consent of the existing members, and such existing members shall determine the amount and nature of contributions by new members at the time such new members are admitted.

ARTICLE VIII

CONTINUATION OF BUSINESS

The cessation of membership of one or more members will not result in the dissolution of the Company.

ARTICLE IX

MANAGEMENT

The Company shall be managed by one or more managers who shall have the power to manage the business or affairs of the Company as provided in the Operating Agreement of the members. The name and mailing address of the person who shall serve as the initial manager of the Company until the first annual meeting of the members or until his or her successor is elected and shall qualify is as follows:

<u>Name</u>	<u>Mailing Address</u>
Alan J. Hicks	6265 Victoria Drive Pelham, Alabama 35124

ARTICLE X

POWERS

The Company shall have the same powers as a natural person to do all things necessary or convenient to carry out its business and affairs, including, without limitation, the powers set forth in §10-12-4, Code of Alabama (1975), as the same may hereafter be amended from time to time.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on this the 18th day of January, 2000.



Alan J. Hicks
Member



Leon A. Nolen
Member

Sworn and subscribed to by me on this 18th day of January, 2000.



NOTARY PUBLIC

Commission Expires: 7/26/2000

Inst # 2000-02828

5-
01/27/2000-02828
02:30 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 1915 80.00