

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF ORGANIZATION

OF

SYLVAN SPRINGS WASTE COMPLEX, LLC

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

ARTICLE I.

Name

The name of the limited liability company is Sylvan Springs Waste Complex, LLC, (the "Company").

ARTICLE II.

Duration

Pursuant to Section 10-12-4 of the Code of Alabama (1975), the Company shall have perpetual duration, unless it is dissolved and its affairs wound up in accordance with the Act.

ARTICLE III.

Purposes

The purposes for which the Company is formed are:

(a) To engage in the business of waste management, including the development and management of waste management facilities;

(b) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(c) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

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(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(e) 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, limited liability companies, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(f) 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

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

ARTICLE IV.

Registered Agent; Registered Office

The location and street address of the initial registered office shall be 134 Corporate Way, Pelham, Alabama 35124, and its registered agent of such address shall be John Meredith.

ARTICLE V.

Initial Members

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

<u>Name</u>	<u>Address</u>
John Meredith	134 Corporate Way Pelham, AL 35124
Aileen O'Neill	134 Corporate Way Pelham, AL 35124

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
John Meredith	134 Corporate Way Pelham, AL 35124

ARTICLE VI.
Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII.
Managers

The Company's business and affairs shall be managed by one or more managers. The manager or managers of the company shall have the power to manage the business and affairs of the company as provided in the operating Agreement. The name and address of the manager of the Company, and who shall serve until his successor or successors are elected and begin serving is:

<u>Name</u>	<u>Address</u>
John Meredith	134 Corporate Way Pelham, AL 35124

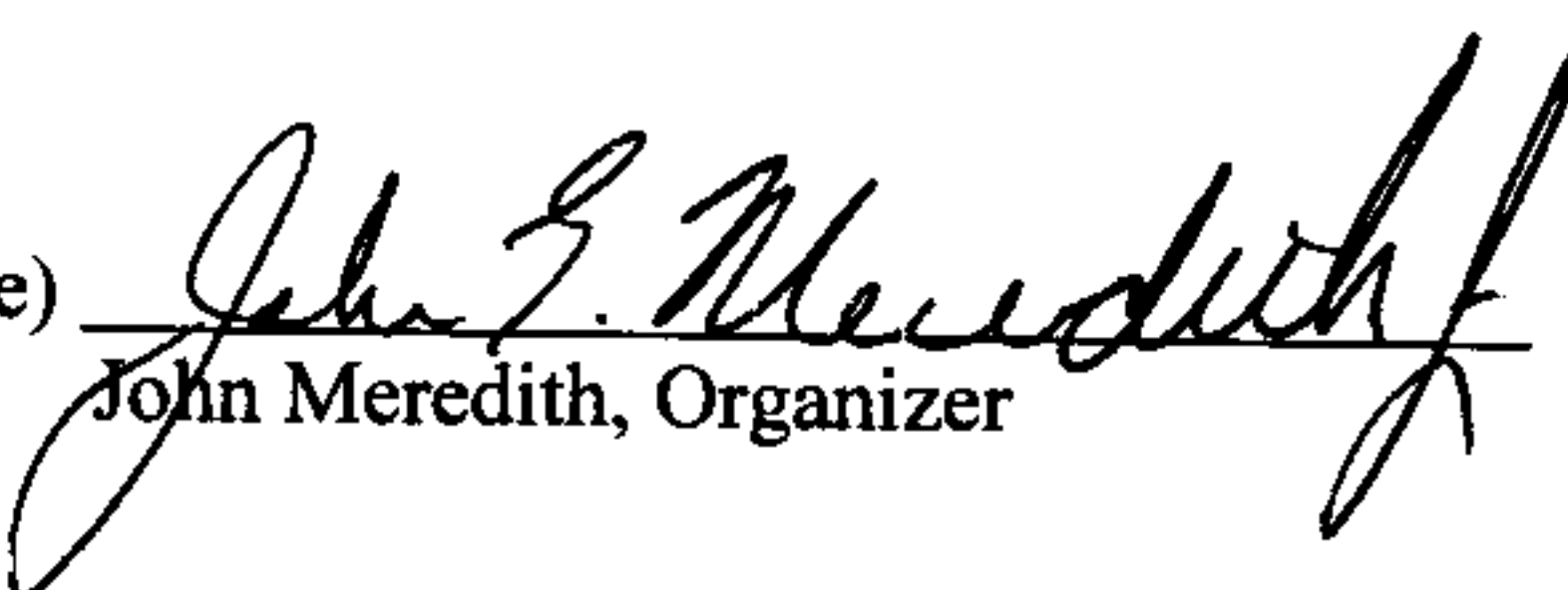
ARTICLE VIII.

Right to Continue Business

Pursuant to §10-12-134 of the Act, the business of the Company may be continued in the event there are no remaining members, if one or more new members are appointed in the manner stated in the operating agreement.

IN WITNESS WHEREOF, the undersigned, has duly executed these Articles of Organization the 5th day of ~~March~~ April, 2001.

(Signature)


John Meredith, Organizer

THIS INSTRUMENT WAS PREPARED BY:
Steven N. Smith
Steven N. Smith, P.C.
1121 Riverchase Office Road
Birmingham, AL 35244

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