

**ARTICLES OF INCORPORATION**  
**OF**  
**JDP & CKP, INC.**

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is JDP & CKP, Inc. (the "Corporation").

**SECOND:** The aggregate number of shares 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.

**THIRD:** The address of the initial registered office of the Corporation is 5005 Shandwick Circle, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is John D. Porter.

**FOURTH:** The name and address of the incorporator is:

John D. Porter  
5005 Shandwick Circle  
Birmingham, Alabama 35242

**FIFTH:** The number of directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

John D. Porter  
5005 Shandwick Circle  
Birmingham, Alabama 35242

Claudia K. Porter  
5005 Shandwick Circle  
Birmingham, Alabama 35242

**SIXTH:** The purposes for which the Corporation is organized are as follows:

(a) To invest in, acquire, hold, maintain, operate, own, lease, improve, sell, exchange, develop and otherwise use, deal in or with, real or personal property, or any interest therein,

wherever situated, including but not limited to, investments or interests in oil, gas, and/or natural gas liquids, and to manage, market, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of such property, or any interest therein, and to engage in any and all business activities related to or incidental thereto;

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;

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

(d) 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;

(e) 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;

(f) 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;

(g) 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

(h) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

**SEVENTH:** No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.




**EIGHTH:** A director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director except liability for (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the Corporation or shareholders; (C) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the Corporation or its shareholders.

**NINTH:** The period of the Corporation's duration is perpetual.

**TENTH:** The Board of Directors of the corporation is expressly authorized to alter, amend, or repeal the Bylaws; but the Bylaws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the shareholders is given; and provided, that only the shareholders may approve any By-law amendment that increases or decreases by more than thirty (30) percent the number of directors of the corporation.

DATED: October 28, 2004.

  
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John D. Porter, Incorporator

This document prepared by:  
Allen D. Cope, Esq.  
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Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, 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:

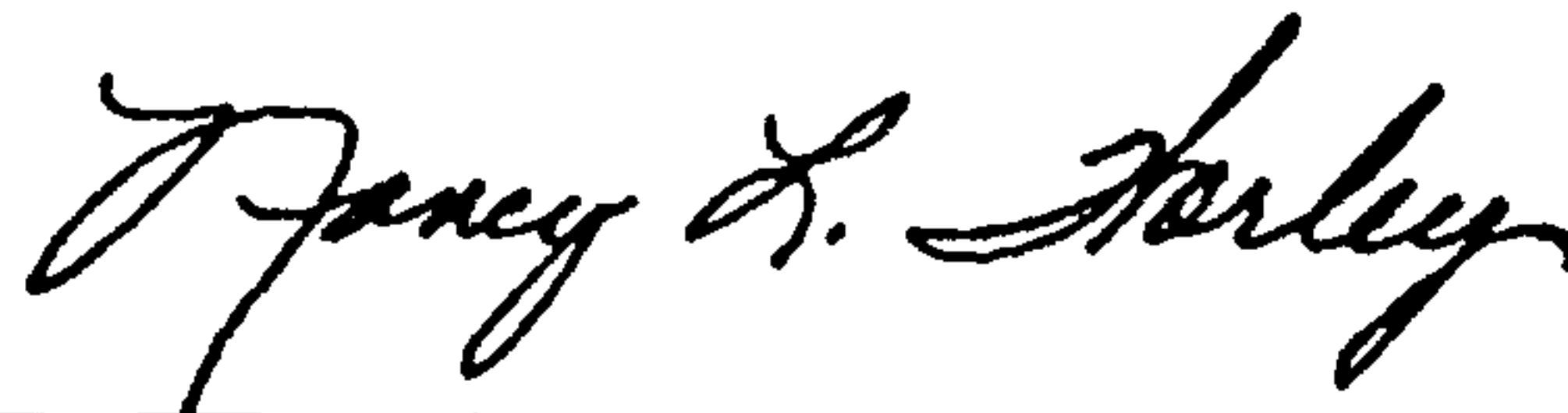
**JDP & CKP, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Ellen Prescott, 420 N 20th Street Ste 3100, Birmingham, AL 35203 for a period of one hundred twenty days beginning October 18, 2004 and expiring February 16, 2005.

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.

October 18, 2004

Date



Nancy L. Worley

Secretary of State

