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This Instrument Prepared By:

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**STATE OF ALABAMA )**

**SHELBY COUNTY )**

**ARTICLES OF ORGANIZATION  
OF  
ALPHA RESOURCES, LLC**

The undersigned, acting as organizer under the Alabama Limited Liability Company Act, Code of Alabama, Title 10, Chapter 12 (1975), as the same may be amended from time to time, hereby adopt the following Articles of Organization for **ALPHA RESOURCES, LLC** (the “limited liability company”):

**ARTICLE ONE  
NAME**

The name of the limited liability company is **ALPHA RESOURCES, LLC**.

**ARTICLE TWO  
PERIOD OF DURATION**

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company’s operating agreement, or, if there is no provision in an operating agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Limited Liability Company Act.

**ARTICLE THREE  
PURPOSE**

The business of the limited liability company shall be to provide human resources consulting services to commercial, construction, industrial and manufacturing firms.

## **ARTICLE FOUR**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office is: 2333 Indian Crest Drive, Pelham, Alabama, 35124, and the name of the initial registered agent of the limited liability company at such address is: Dennis R. Noland.

## **ARTICLE FIVE**

### **ORGANIZERS**

The names and addresses of the organizers of the limited liability company are as follows:

**NAME:**

Dennis R. Noland

**ADDRESS:**

2333 Indian Crest Drive  
Pelham, Alabama, 35124

## **ARTICLE SIX**

### **INITIAL MEMBERS**

The names and mailing addresses of the initial members of the limited liability company are:

**NAME:**

Dennis R. Noland

**ADDRESS:**

2333 Indian Crest Drive  
Pelham, Alabama, 35124

## **ARTICLE SEVEN**

### **ADDITIONAL MEMBERS**

Additional members may be admitted in accordance with the terms of the limited liability company's operating agreement, if any. If the limited liability company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

## **ARTICLE EIGHT** **CONTINUATION OF THE BUSINESS**

In the event there are no remaining members, and except as otherwise provided in the limited liability company's operating agreement, if any, the limited liability company shall be dissolved and its affairs shall be wound up unless:

- (a) the holders of all of the financial rights in the limited liability company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the limited liability company and to appoint one or more new members; or
- (b) The legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in an operating agreement of the limited liability company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

## **ARTICLE NINE** **MANAGEMENT**

The management of the Company is vested in its members. Subject to any provisions in the operating agreement of the limited liability company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business or affairs of the limited liability company and to make all decisions with respect thereto.

## **ARTICLE TEN** **AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended only by the vote or written consent of the members of the limited liability company, owning a majority (*i.e.*, greater than fifty percent (50%)) of the percentage interests of all members. For purposes of this Article Ten, percentage interests of financial rights owners of the limited liability company shall not

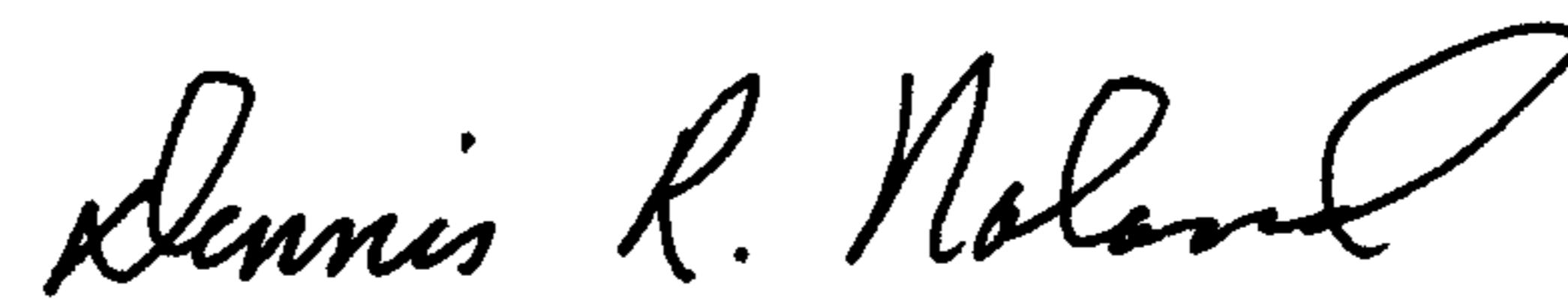


be taken into account in determining a majority of the percentage interests of the members. In the event that there are two (2) members of the limited liability company, then these Articles of Organization may only be amended by a unanimous vote of the two members.

## **ARTICLE ELEVEN** **INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT**

The provisions of the limited liability company's operating agreement, if any, are incorporated herein by reference as though fully set forth herein.

**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Organization as the organizers, as of the 17<sup>th</sup> day of November, 2009, and affirm that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.



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Dennis R. Noland

