

ARTICLES OF ORGANIZATION OF ALABAMA ENERGY RESOURCES LLC

Pursuant to the Provisions of Sections 10-21-1 of the Code of Alabama (1975) as amended (the "Alabama Limited Liability Company Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE ONE

The name of the company shall be ALABAMA ENERGY RESOURCES LLC

ARTICLE TWO

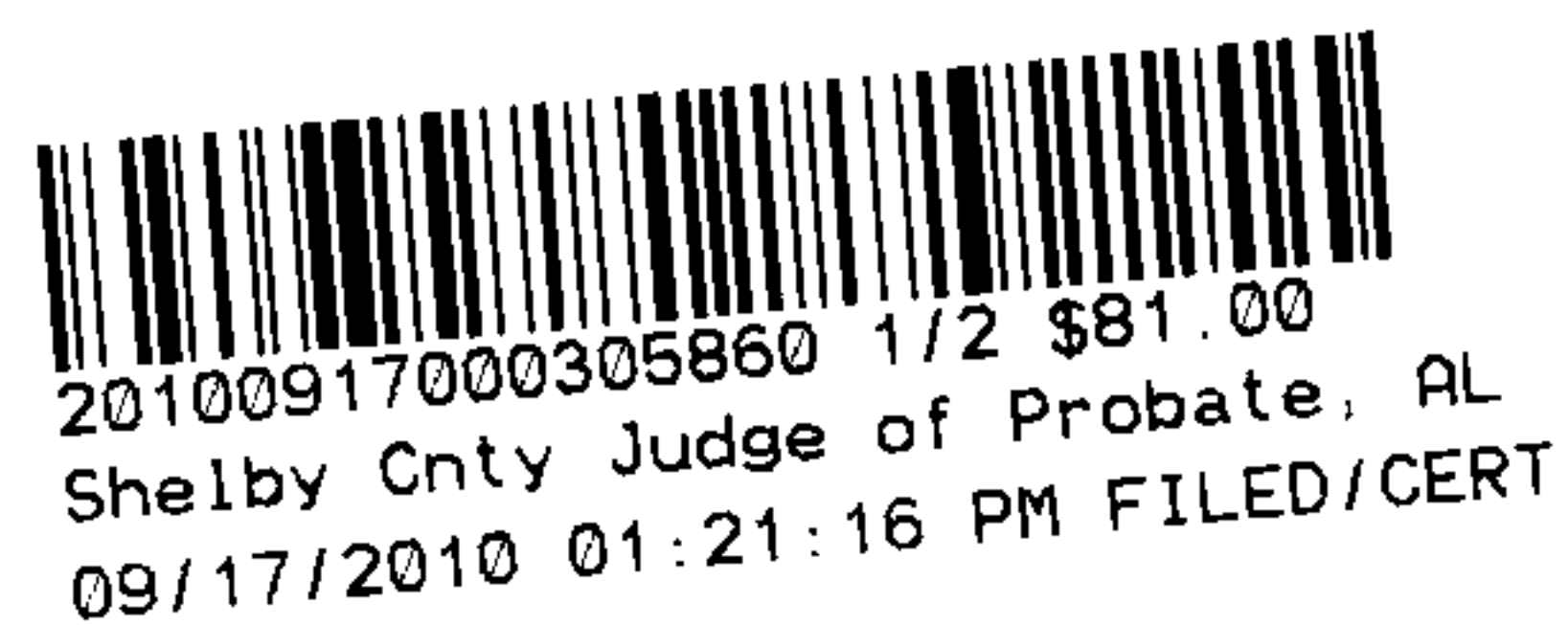
The period of duration shall be for a period of thirty-five (35) years, unless the Members agree to extend its duration or the Company is dissolved and its affairs wound in accordance with the Alabama Limited Liability Company Act.

ARTICLE THREE

The purpose for which the Company is formed is to engage in any lawful act or an activity of which limited liability companies may be organized pursuant to the Act.

ARTICLE FOUR

The location and street address of the initial registered office of the Company shall be 1564 Laurens Street, Birmingham, Alabama 35242, and its registered agent at such address shall be Jerry R. Carr.



ARTICLE FIVE

The names and addresses of the initial members are:

Jerry R. Carr
1545 Laurens St.
Birmingham, Alabama 35242

Michael W. McClure
1400 12th Terrace
Pleasant Grove, Alabama 35127

Joseph E. McClure
1005 9th St.
Pleasant Grove, Alabama 35127

Stephan E. Schurmann
1516 20th St.
Birmingham, Alabama 35205

ARTICLE SIX

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

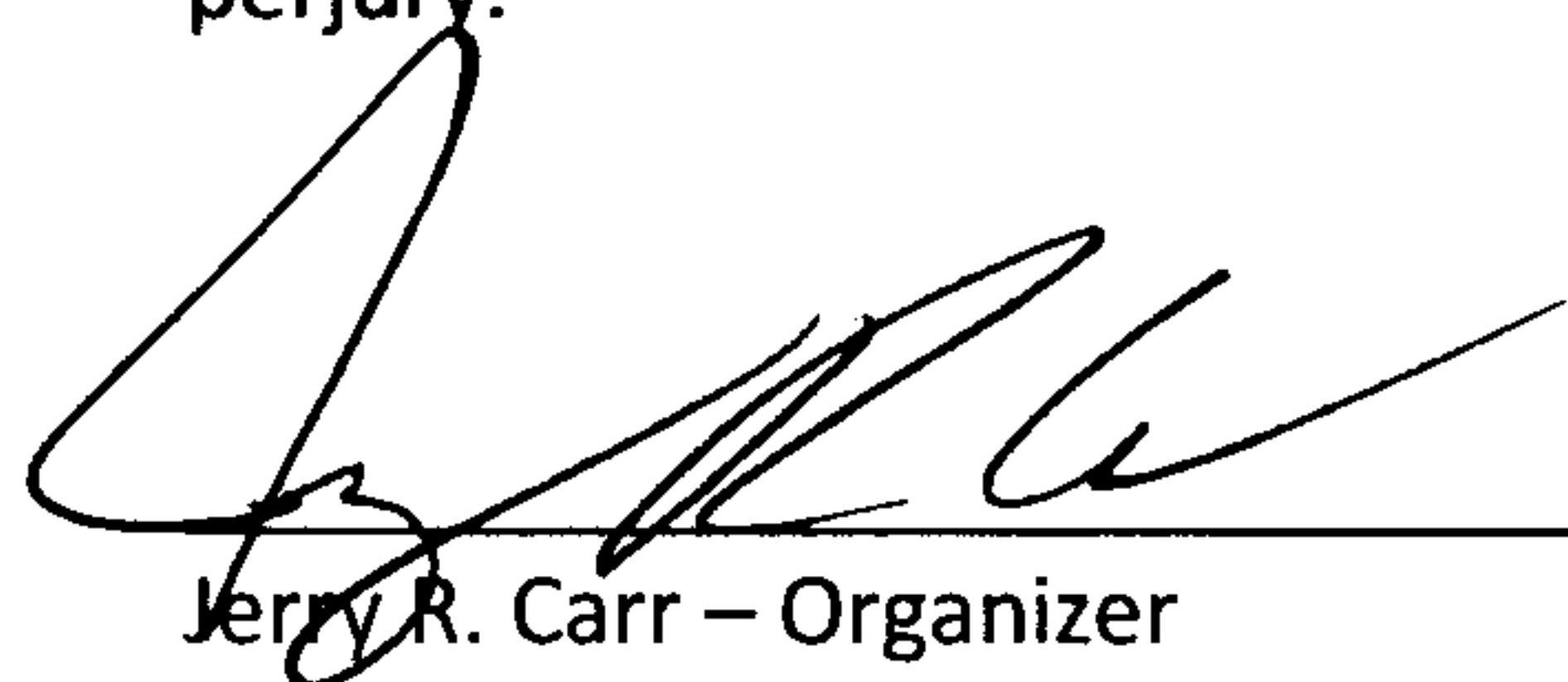
ARTICLE SEVEN

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (1) there is at least one remaining member and (2) the business of the Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event of dissociation.

ARTICLE EIGHT

The Company shall be managed by its Members in accordance with the Act and as further set forth in the Company's Operating Agreement.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 17 day of September 2010 by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.


Jerry R. Carr – Organizer


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Shelby Cnty Judge of Probate, AL
09/17/2010 01:21:16 PM FILED/CERT

Prepared by: Jerry R. Carr, 1564 Laurens St, Birmingham, Alabama 35242