

ARTICLES OF ORGANIZATION
OF
DIRECT SAND PRODUCTS, LLC.

THE UNDERSIGNED Organizer desires to form a limited liability company pursuant to the provisions of the "Alabama Limited Liability Company Act" as codified in Chapter 12 of Title 10 of the Code of Alabama of 1975, as amended (the "Act"), and does hereby adopt the following Articles of Organization:

ARTICLE ONE

NAME OF THE COMPANY

The name of the limited liability company is DIRECT SAND PRODUCTS, LLC., (the "Company").

ARTICLE TWO

DURATION

The period for the duration of the Company shall be perpetual, and the Company shall continue until it is dissolved in accordance with either the provisions of Article Seven hereto or the Act.

ARTICLE THREE

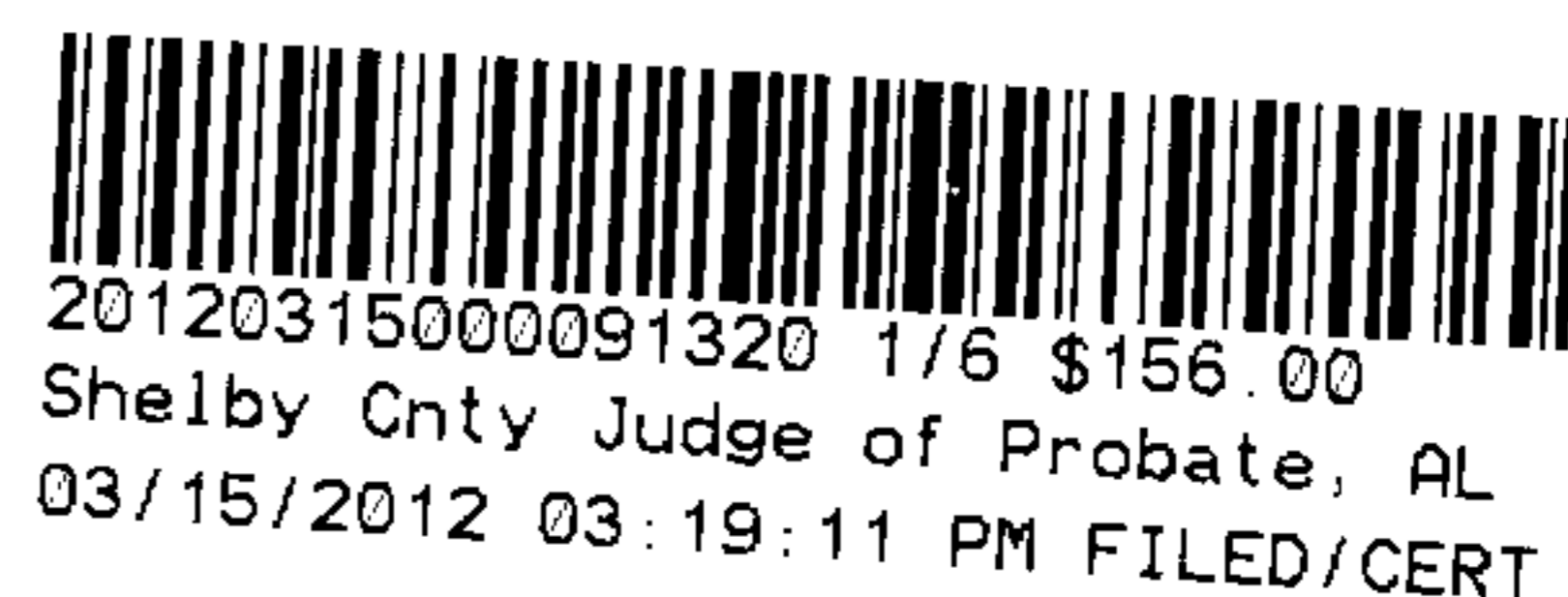
PURPOSE

The purposes for which the Company is organized are:

The Limited Liability Company shall have the powers provided for a corporation under the Alabama Business Corporation Act and a limited partnership under the Alabama Revised Limited Partnership Act.

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Alabama, including, but not limited to, the following:

- (1) To carry on any business or any other legal or lawful activity allowed by law;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or interest therein;
- (c) To manufacture, buy, sell, and generally deal in goods, wares and merchandise



- of every class and description;
- (d) To buy, rent, sell, manufacture, produce, assemble, distribute, repair, and service any and all products or services in which the company desires to engage.
 - (e) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed; and
 - (f) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Alabama.

The company may, in its Regulations, confer powers, not in conflict with law, on its Managers and Members in addition to the forgoing and in addition to the powers and authorities expressly conferred on them by statute.

ARTICLE FOUR

PRINCIPAL PLACE OF BUSINESS

The address of the Company's principal place of business in this state is:

5501 Highway 280, Suite 200
Hoover, AL 35242

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The name and address of the initial registered office of the Company is as follows:

Robert A. Boyd
5501 Highway 280, Suite 200
Hoover, AL 35242

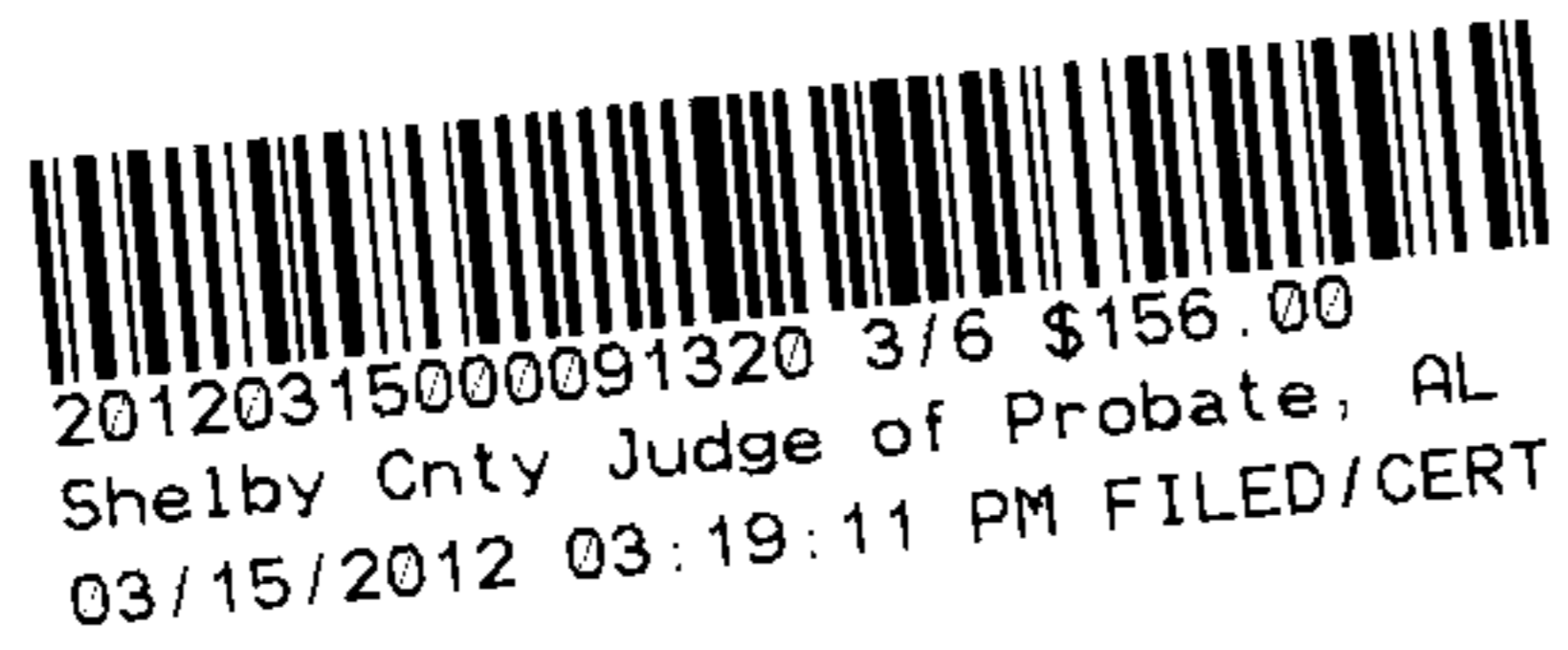
ARTICLE SIX

INITIAL MEMBERS

The name and mailing address of the Initial Members of the Company are as follows:



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Name:

Address:

Robert A. Boyd

5501 Highway 280, Ste. 200
Hoover AL 35242

James M. Patton

2956 Rhodes Circle
Birmingham, AL 35205

ORGANIZER: The name and mailing address of the Organizer, who has been authorized to execute this document in connection with the formation of the Company, is as follows:

Robert J. Cox
402 Office Park Dr., Ste 110
Birmingham, AL 35223

ARTICLE SEVEN

ADDITIONAL OR SUBSTITUTE MEMBERS:

Additional Members, as that term is defined in the Operating Agreement of the Company, may be admitted as Members to the Company, but only upon the unanimous written consent of the then existing Members.

Substitute Members, as that term is defined in the Operating Agreement of the Company, may be admitted as Members to the Company, but only upon the unanimous consent of the then existing Members.

The Operating Agreement of the Company contains restrictions on the transfer, assignment, and hypothecation, of a Member's Sharing Ratio Interest.

ARTICLE EIGHT

CONTINUITY OF BUSINESS

The Company shall be dissolved and its affairs wound up upon occurrence of the first of the following events:

- (1) Written consent of all then existing Members to dissolve.

- (2) When there is no remaining Member, unless either of the following applies:
 - (a) The holders of all the financial rights in the 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 Company and to appoint one or more new Members; or
 - (b) The legal existence and business of the Company is continued and one or more new Members are appointed by the holders of all the financial rights in the Company, within ninety (90) days after the cessation of membership of the last Member.
- (3) When the Company is not the successor limited liability company in the merger or consolidation with one or more limited liability companies or other entities.
- (4) Entry of a decree of judicial dissolution under Section 10-12-38 of the Act.

Notwithstanding any provision of the Act to the contrary, the Company shall continue and not dissolve as a result of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member or any other event that terminates the continued Membership of the Member, unless there are no remaining Members, and the holders of all the financial rights in the Company do not continue the Company in accordance with Article Seven, Paragraphs (2) (a) or (2) (b).

ARTICLE NINE

MANAGEMENT

The Company shall be managed by its Members.

ARTICLE TEN

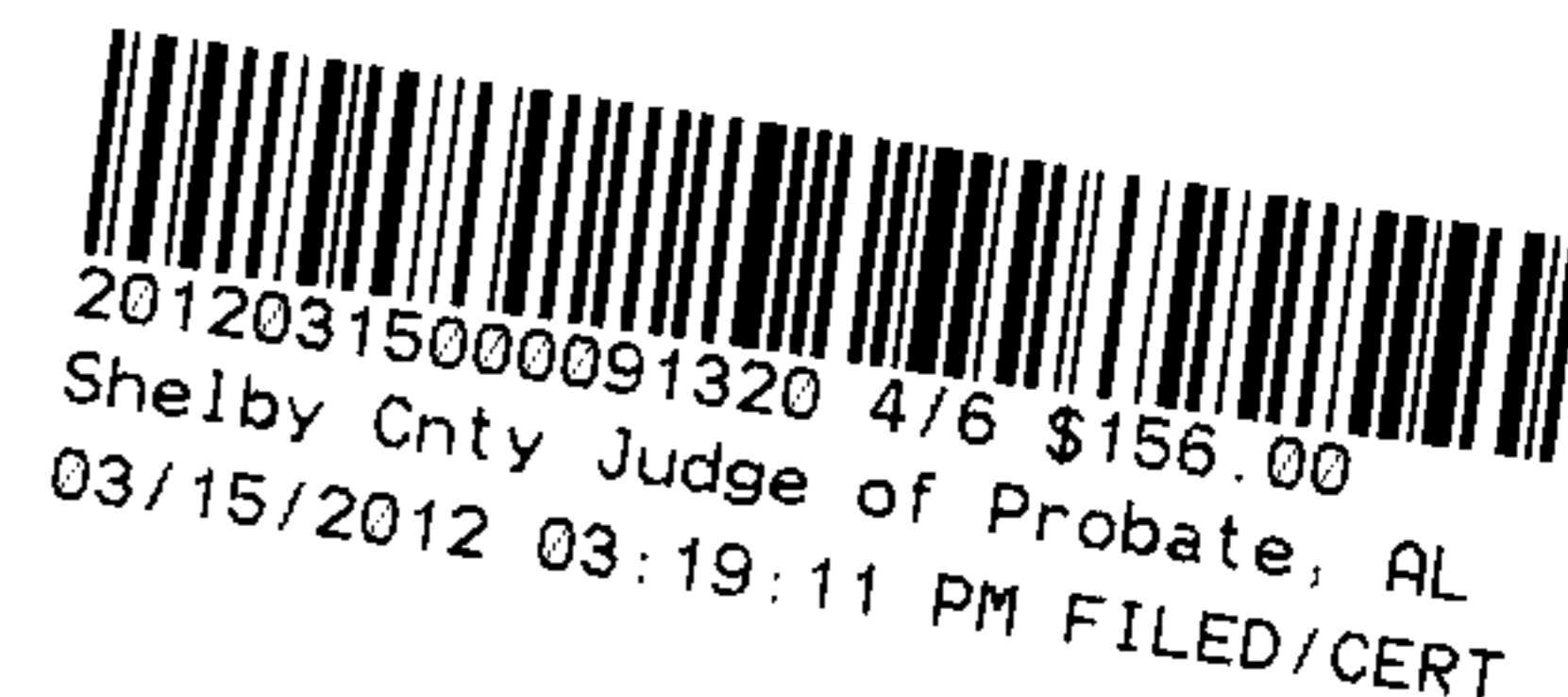
INTERNAL AFFAIRS

The provisions for the regulation of the internal affairs of the Company shall be set forth in the Operating Agreement of the Company.

ARTICLE ELEVEN

NO LIABILITY

The Members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.




IN WITNESS WHEREOF, the undersigned Organizer has hereunto affixed his signature on this the 13th day of March, 2012


Robert J. Cox

This instrument is prepared by:

Robert J. Cox,
402 Office Park Dr., Ste 110
Birmingham, AL 35223
(205) 871-7400


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Beth Chapman
Secretary of State

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


STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Direct Sand Products, LLC.

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Robert J. Cox, 402 Office Park Dr., Ste 110, Birmingham, AL 35223 for a period of one hundred twenty days beginning March 13, 2012 and expiring July 11, 2012.


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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.

March 13, 2012

Date



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Beth Chapman

Secretary of State