

**CERTIFICATE OF FORMATION
OF
AFK CLAY, LLC**

Pursuant to the Provisions of Section 10A-5-1.01 to 10A-5-9.06, Code of Alabama (1975), the undersigned being a natural person of at least 18 years of age and acting as the Organizer of the Limited Liability Company hereby being formed hereby adopts the following Certificate of Formation for the Limited Liability Company.

ARTICLE I

Name

The name of the limited liability company is **AFK CLAY, LLC** (the "Company").

ARTICLE II

Duration

The Company shall have a perpetual duration from the date of formation, unless it is (a) terminated by the occurrence of an event set forth in the Operating Agreement and/or (b) dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act.

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) The purchase and sale of real estate;
- (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 it 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, corporation, associations, partnerships, limited liability companies, 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 engage in any other lawful act or activity for which a limited liabilities company may be organized pursuant to and in accordance with Alabama Code Sections 10-12-1 to 10-12-61.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 120 Bishop Circle, Pelham, Alabama 35124 and its registered agent to whom process may be sent in Alabama at such address shall be F. Wayne Keith.

ARTICLE V

Principal Office

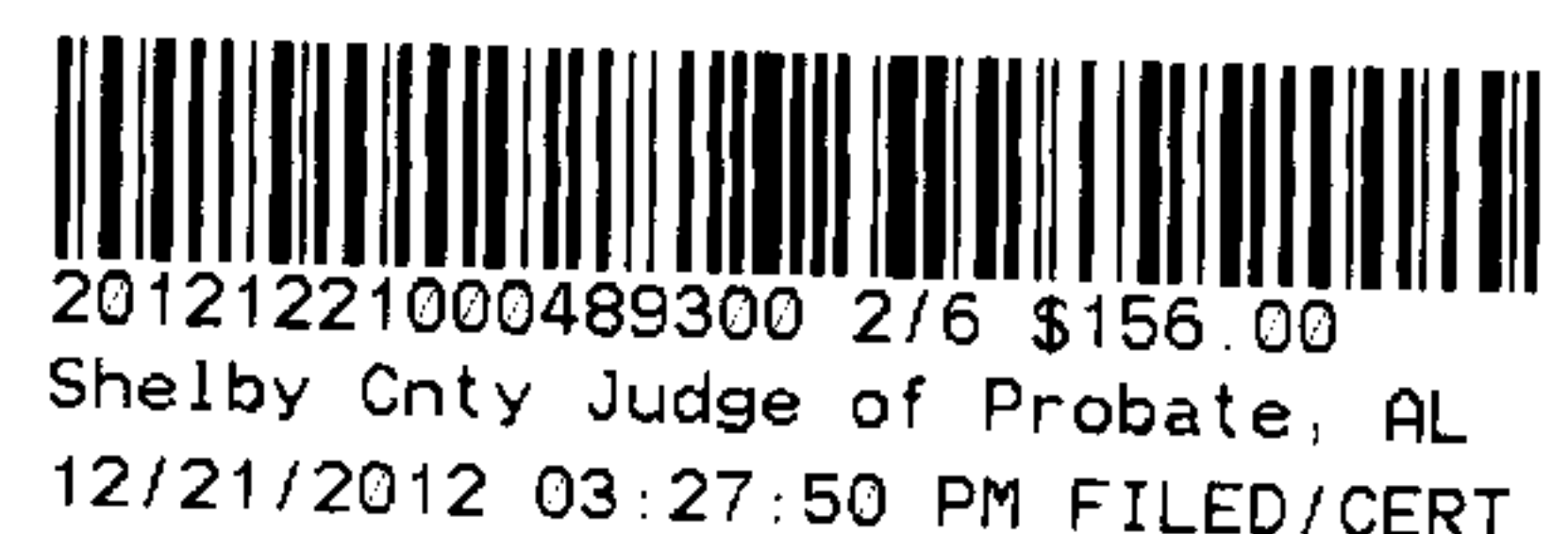
The principal office of the limited Liability Company is 120 Bishop Circle, Pelham, Alabama 35124.

ARTICLE VI

Initial Members

The names and addresses of the initial members are:

Jerry R. Adams, Jr.
3603 Timber Way
Helena, Alabama 35022



Connor Farmer
4922 Stonehenge Road
Birmingham, Alabama 35242

David Keith
1964 Montevallo Road
Leeds, Alabama 35094

ARTICLE VII

Management of the Company

The Limited Liability Company is to be managed by the Members.

ARTICLE VIII

Admission of Additional Members

The existing Members shall have the right to admit additional Members to the Limited Company, by affirmative vote or consent of Members holding two-thirds of the Members' Percentage Interests, in accordance with the terms and conditions of the Operating Agreement of the Limited Liability Company.

ARTICLE IX

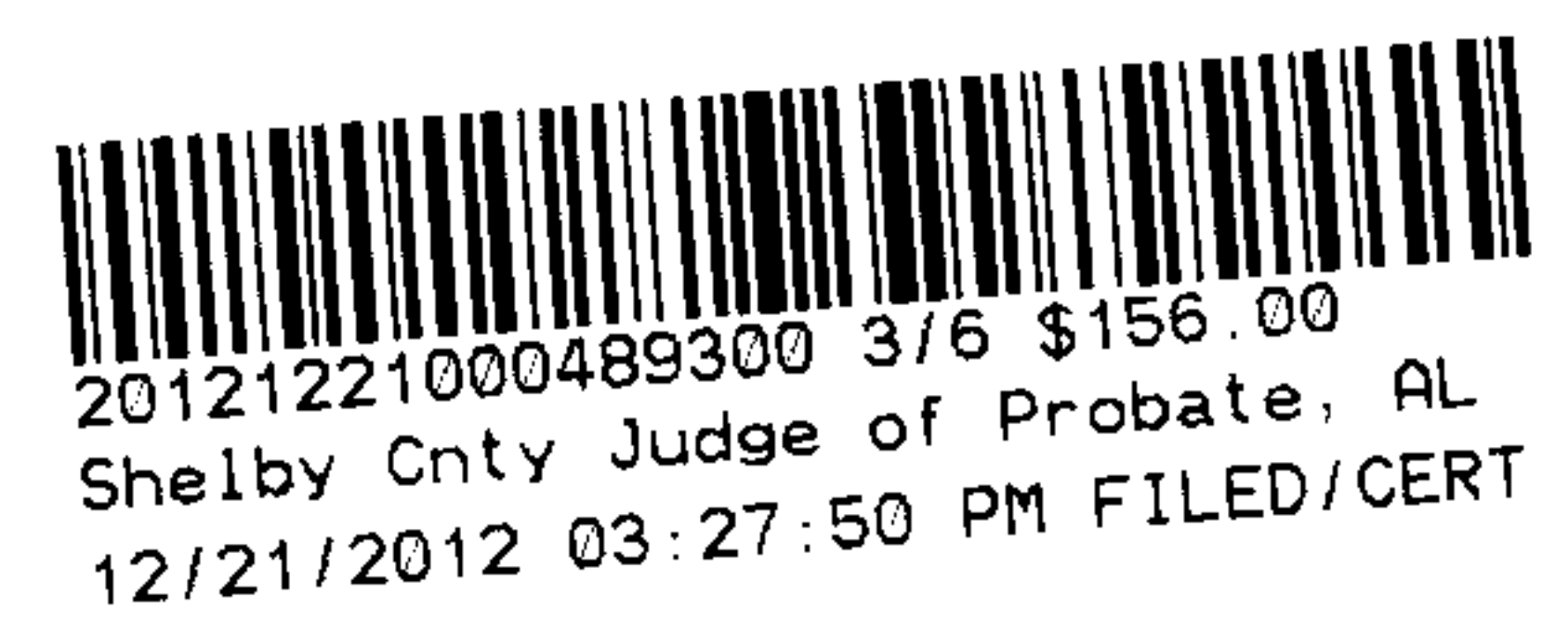
Cessation of Membership Continuance of Business

The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the members (other than the Managing Members who caused the Withdrawal Event) my continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

ARTICLE X

Name and Address of Organizer

The name and business address of the Organizer of the Limited Liability Company is F. Wayne Keith, 120 Bishop Circle, Pelham, Alabama 35124.



ARTICLE XI

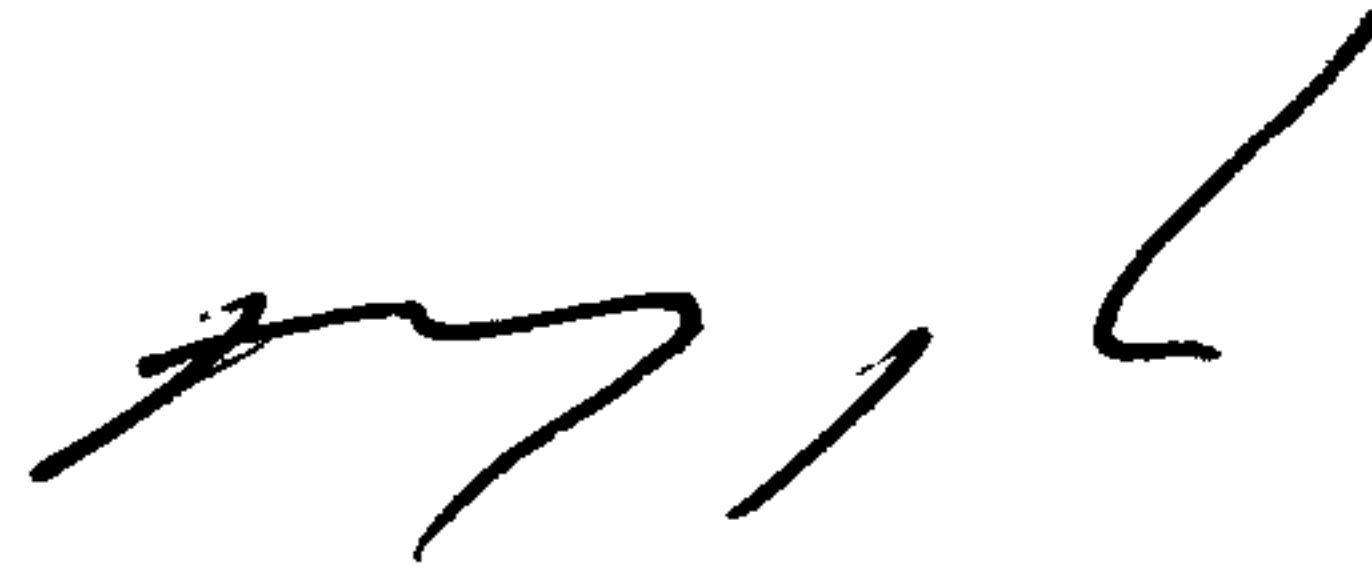
Miscellaneous

At the date of the filing of this Certificate of Formation, AFK Clay, LLC will have three Members.

AFK Clay, LLC does not have the power to expel a Member.

None of the members of AFK Clay, LLC are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, this Certificate has been subscribed as of the 20th day of December, 2012 by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.




F. Wayne Keith
Organizer

STATE OF ALABAMA
SHELBY COUNTY


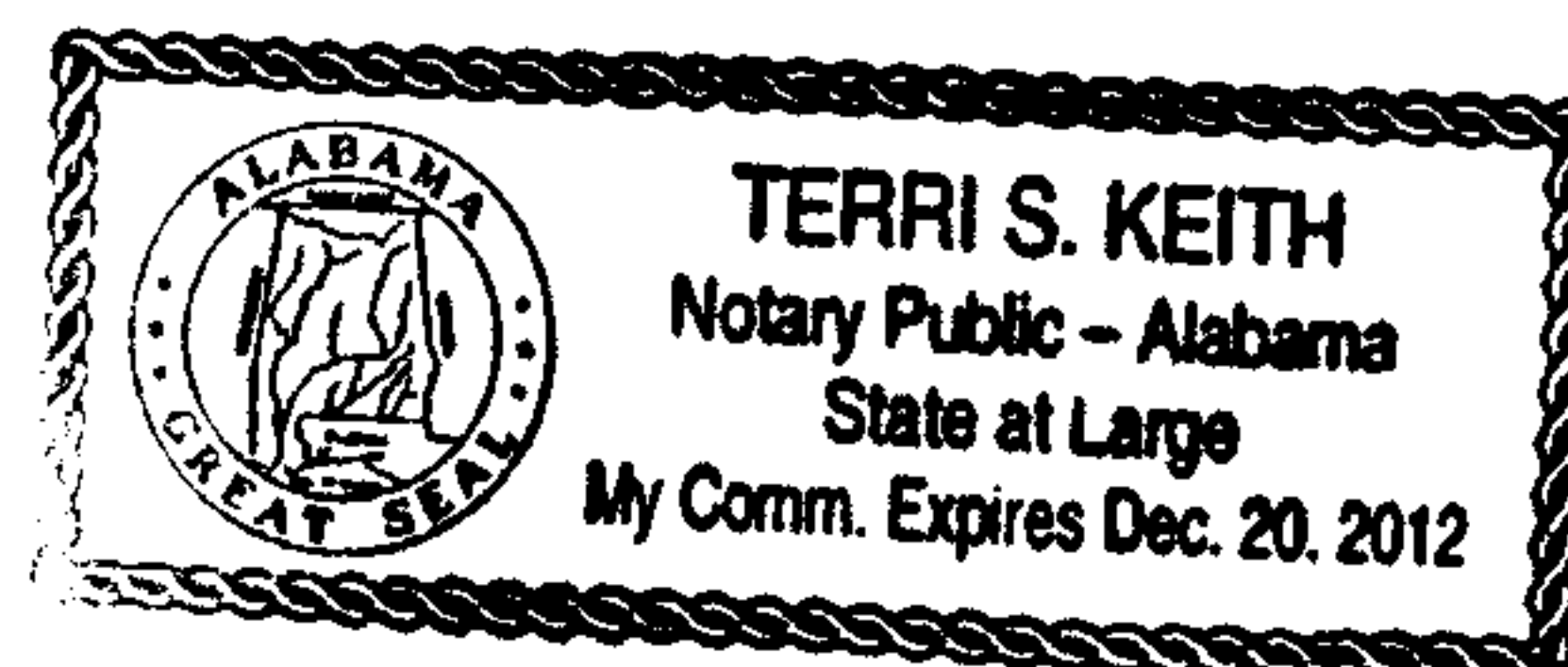
I, the undersigned, a Notary Public in and for said County, in said State hereby certify that F. Wayne Keith, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me, that, being informed of the contents of said Articles of Organization, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 20th day of December, 2012.


Notary Public

THIS INSTRUMENT PREPARED BY:

F. Wayne Keith, Attorney
Law Offices of F. Wayne Keith, PC
120 Bishop Circle
Pelham, Alabama 35124

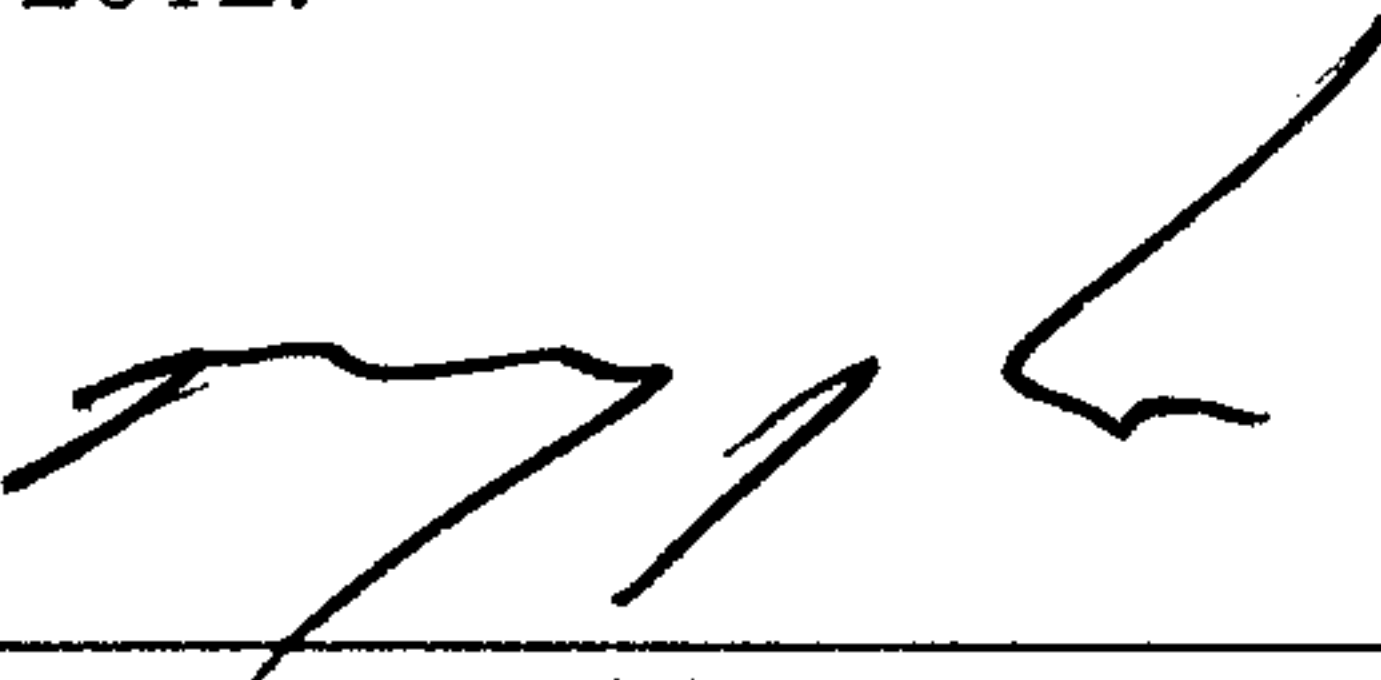

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Shelby Cnty Judge of Probate, AL
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**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**


I, having been named as Registered Agent for AFK Clay, LLC, hereby voluntarily consent to serve as Registered Agent for AFK Clay, LLC.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Alabama Code Sections 10A-5-1.01 to 10A-5-9.06 and I hereby accept those duties and responsibilities.

This the 20th day of December, 2012.



F. Wayne Keith


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Shelby Cnty Judge of Probate, AL
12/21/2012 03:27:50 PM FILED/CERT

Beth Chapman
Secretary of State

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

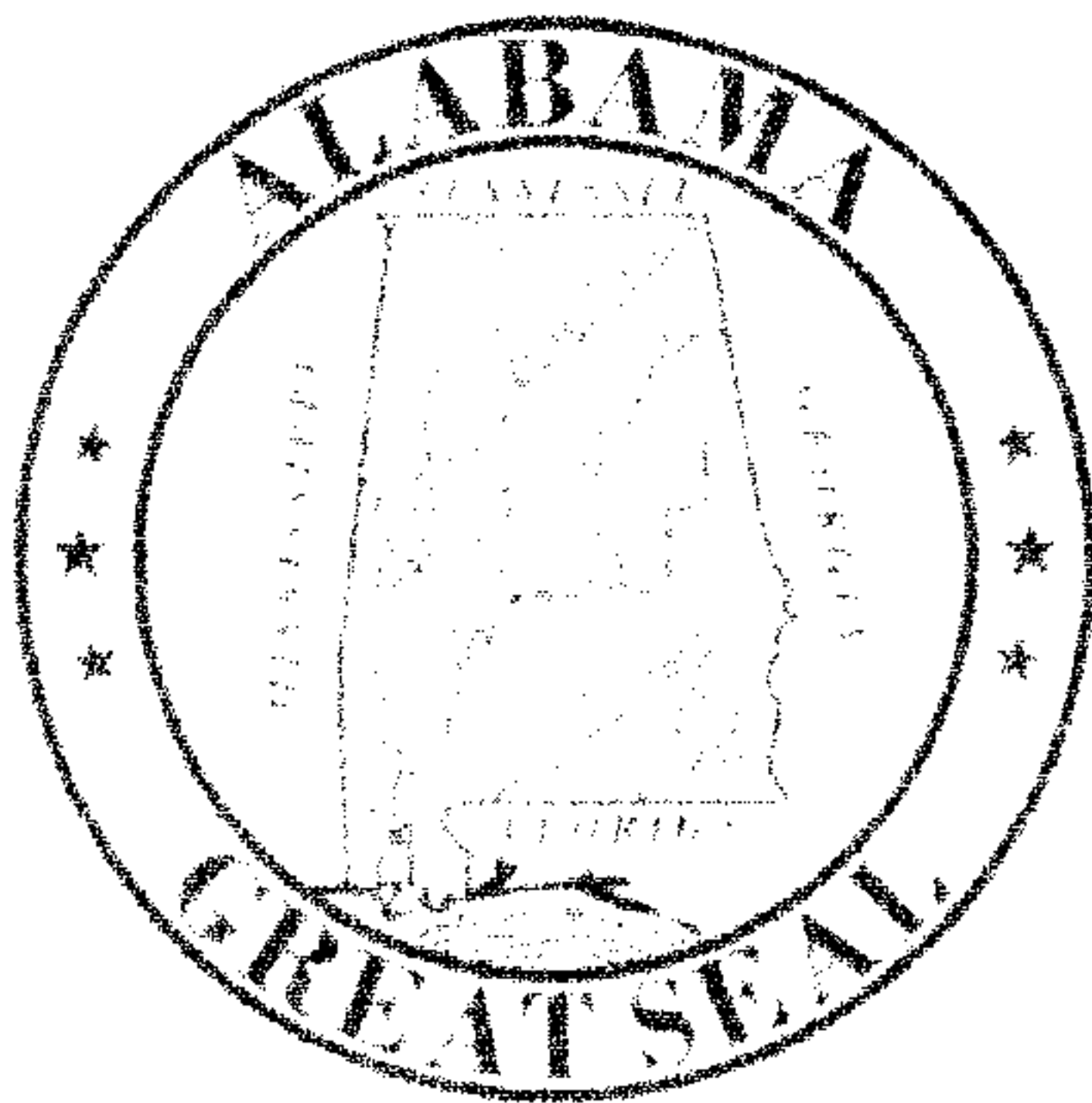
STATE OF ALABAMA

**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:

AFK Clay LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Wayne Keith, 120 Bishop Circle, Pelham, AL 35124 for
a period of one hundred twenty days beginning December 21, 2012 and expiring
April 21, 2013.



617-233

**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.**

December 21, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State

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