

A-175021
C-175022

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

ENERGY PRODUCER ASSOCIATES, INC.

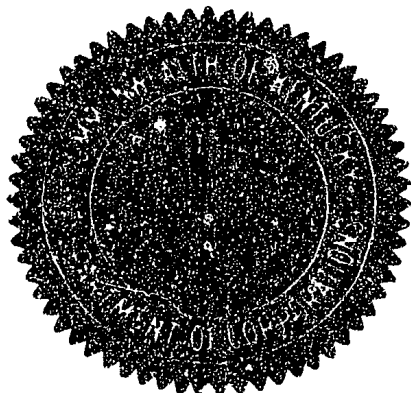
I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

ENERGY PRODUCER ASSOCIATES, INC. , CINCINNATI, OHIO

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

OHIO ENERGY PRODUCER ASSOCIATES, INC.



SECRETARY OF STATE

Witness my official signature and seal of office this 18th
day of FEBRUARY 19 83 *at Frankfort, Kentucky.*

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE



ORIGINAL COPY
FILED AND RECORDED
FRANCIS JONES MILLS
Secretary
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

SECRETARY OF STATE
FRANKFORT
KENTUCKY

RECEIVED

FEB 18 1983

APPLICATION FOR CERTIFICATE OF AUTHORITY

Commonwealth of Kentucky

286455

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation Energy Producer Associates, Inc.
- Second: The name to be used in the state of Kentucky Ohio Energy Producer Associates, Inc.
- Third: State or country of incorporation Ohio
- Fourth: Date of incorporation May 10, 1976
and duration of incorporation Perennial
- Fifth: Address of principal office in the state or country of incorporation 948 Compton Road
Cincinnati, Ohio 45231
- Sixth: Address of proposed registered office in Kentucky Route 72
Hulen, Kentucky 40845
and name of registered agent in Kentucky at the same address Ruy Jackson
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky
To engage in the development, mining and marketing of
coal and other energy products.
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
Howard M. Fischer	President & Treasurer	948 Compton Rd. 45231
Walter D. Fischer	Vice President	948 Compton Rd. 45231
Lester H. Fischer	Vice President	948 Compton Rd. 45231
Harold T. Fischer	Vice President	948 Compton Rd. 45231
Stanley Goodman	Secretary	1016 Fourth & Walnut Bldg.
Ronald Goodman	Asst. Secretary	Cinti, Ohio 45202

ENERGY PRODUCER ASSOCIATES, INC.

CERTIFIED COPY OF CORPORATE RESOLUTION

I, STANLEY GOODMAN, duly elected and acting Secretary of ENERGY PRODUCER ASSOCIATES, INC., a corporation organized and existing under the laws of the State of Ohio, do certify that the following resolution was duly adopted by the Directors of said corporation January 26, 1983, and that the same is still in full force and effect:

"BE IT RESOLVED that in its operations in the Commonwealth of Kentucky the corporation use the name OHIO ENERGY PRODUCER ASSOCIATES, INC.

"BE IT FURTHER RESOLVED that the Secretary be, and he is, hereby authorized and directed to file with the Secretary of State of the Commonwealth of Kentucky a certified copy of this resolution and to take such other and further steps as may be required, necessary, or convenient to obtain an Application for Certificate of Authority for the corporation in the Commonwealth of Kentucky."

IN WITNESS WHEREOF, I have hereunto set my hand at Cincinnati, Ohio, this 16th day of February, 1983.

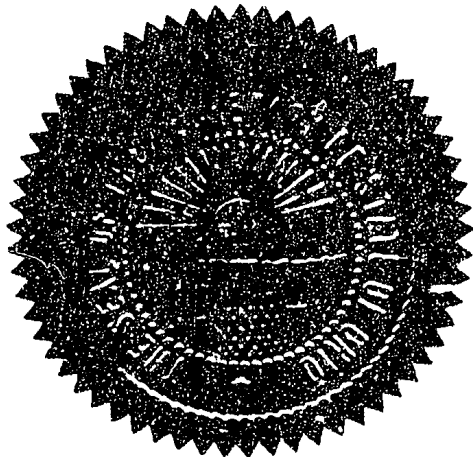

Secretary

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, SHERROD BROWN,
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an
exemplified copy, carefully compared by me with the original record now in my
official custody as Secretary of State, and found to be true and correct, of the

ARTICLES OF INCORPORATION
OF
ENERGY PRODUCER ASSOCIATES, INC.
(an Ohio corporation)
Charter #481317

filed in this office on the 10th day of May A.D. 1976
and recorded on (no) Roll (Volume) E151, Frame (Page) 0531 of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 11th day
of January A.D. 19 83.

Sherrod Brown

SHERROD BROWN

Secretary of State

EO 151-0531

APPROVED FOR FILING

BY AN
DATE 5-10-76
AMOUNT 50.00

Articles of Incorporation

- OF -

ENERGY PRODUCER ASSOCIATES, INC.

(Name of Corporation)

1887

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, do hereby certify:

FIRST. The name of said corporation shall be _____

ENERGY PRODUCER ASSOCIATES, INC.

SECOND. The place in Ohio where its principal office is to be located is _____

Cincinnati

Hamilton

County

(City, Village or Township)

THIRD. The purposes for which it is formed are:

(A) To engage in the development, mining, and marketing of coal and other energy products.

(B) To borrow money, to draw, make, accept, indorse, transfer, assign, execute, and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage, or pledge all or any part of the property or assets at any time owned or held by this corporation under such terms and conditions as the Board of Directors shall authorize, as may be permitted by law.

(C) To acquire, hold, sell, issue, re-issue, or cancel any share of its own capital stock, or the stock, bonds, debentures, or obligations of any other corporation.

(D) To carry on any lawful business whatsoever in connection with the foregoing, whether manufacturing or otherwise, which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its properties and to have and exercise all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Ohio upon corporations formed under the acts hereinafter referred to or under any act amendatory thereof or supplemental thereto or substituted therefor, and to do any and all of the things hereinbefore set forth to the same extent as a natural person might or could do.

FOURTH. The number of shares which the corporation is authorized to have outstanding is five hundred (500) shares of Common Stock, No Par Value.

FIFTH. The amount of stated capital with which the corporation shall begin business is Five Hundred and 00/100 - - - - - Dollars @ 500.00

IN WITNESS WHEREOF, We have hereunto subscribed our names, this 30th day of April, 1976.

ENERGY PRODUCER ASSOCIATES, INC.
Stanley Goodman
STANLEY GOODMAN

(INCORPORATORS' NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

N.B. Articles will be returned unless accompanied by form designating returnee agent. See Section 1701.07, Revised Code of Ohio.

Original Appointment of Agent

The undersigned, being at least a majority of the incorporators of _____
(Name of Corporation)

ENERGY PRODUCER ASSOCIATES, INC.

hereby appoint STANLEY GOODMAN
(Name of Agent)

a natural person resident in the county in which the corporation has its principal office, _____
(Name of Corporation)

has accepted and will continue to accept appointment upon whom process, notice or demand required or permitted by statute to be served upon the corporation may be served. His office

complete address is / 1016 Fourth & Walnut Building Cincinnati
36 East Fourth Street (City or Village)

Hamilton County, Ohio, 45202
(Zip Code)

ENERGY PRODUCER ASSOCIATES, INC.
(Name of Corporation)

Stanley Goodman

(INCORPORATOR'S NAME SHOULD BE TYPED BY PREPARED BUSINESS ENGINEER)

Cincinnati, Ohio

April 30, 1976

ENERGY PRODUCER ASSOCIATES, INC.
(Name of Corporation)

Gentlemen: I, _____ hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

Stanley Goodman

STANLEY GOODMAN

By _____
(Signature of Officer Signing and Title)

Remarks All articles of incorporation must be accompanied by an original appointment of agent. There is no filing fee for this appointment.

GOODMAN & GOODMAN
A LEGAL PROFESSIONAL ASSOCIATION
1016 FOURTH & WALNUT BUILDING
26 EAST FOURTH STREET
CINCINNATI, OHIO 45202

(612) 621-1503

SOL GOODMAN (1906-1971)
STANLEY GOODMAN
RONALD JAY GOODMAN

DONALD P. MORRISBOR
JOHN H. STILLPASH
EDWARD COHEN

February 16, 1983

SECRETARY OF STATE
RECEIVED

FEB 18 1983

Office of Secretary of State
Commonwealth of Kentucky
State Capitol
Frankfort, Kentucky 40601

COMMONWEALTH OF KENTUCKY

ATTENTION: Corporation Department

In Re: Energy Producer Associates, Inc.

Gentlemen:

Pursuant to our telephone conversation today and the directions contained in your transmittal, we enclose Certified Copy of Corporate Resolution agreeing to use the assumed name in all operations in Kentucky, together with all of the other documents you returned.

Yours very truly,

GOODMAN & GOODMAN

By 

stg/jmd

Encls.

cc: Mr. Howard M. Fischer