

## ARTICLES OF ORGANIZATION

### OF

### M & D ENERGY AUDITS, LLC

The undersigned hereby form and organize a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopt the following Articles of Organization of such limited liability company:

#### ARTICLE I

The name of the limited liability company is M & D ENERGY AUDITS, LLC.

#### ARTICLE II

The name and address of the registered agent is Danny Hoskins, 110 Madison Street, Carrollton, Kentucky 41008.

#### ARTICLE III

The mailing address of the initial principal place of business of the limited liability company is 110 Madison Street, Carrollton, Kentucky 41008.

#### ARTICLE IV

The limited liability company has two (2) members.

#### ARTICLE V

The management of the limited liability company is reserved to the members in accordance with the operating agreement of the limited liability company. The authority of the members shall be exercised in accordance with the operating agreement of the limited liability company.

#### ARTICLE VI

The duration of the limited liability company shall be a term of forty (40) years, unless earlier dissolved in accordance with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.



DANNY HOSKINS, Member



MARTY CREECH, Member

THIS INSTRUMENT PREPARED BY:

MONK & MARSH, P.S.C.  
ATTORNEYS AT LAW  
115 Fifth Street  
P.O. Box 246  
Carrollton, Kentucky 41008  
(502) 732-4281

BY:

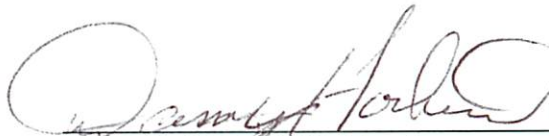


Nicholas A. Marsh

**CONSENT OF INITIAL AGENT FOR  
SERVICE OF PROCESS**

I, DANNY HOSKINS, having a principal place of business at 110 Madison Street, Carroll County, Kentucky 41008, hereby agree and consent to serve as registered office and registered agent of service of process for M & D ENERGY AUDITS, LLC.

This the 23 day of January, 2015.



DANNY HOSKINS, Member