

**ARTICLES OF ORGANIZATION
OF
ALL STAR MINERALS, LLC**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, , does hereby seek to form a limited liability company under the laws of the Commonwealth of Kentucky and does hereby adopt the following Articles of Organization:

ARTICLE I. The Limited Liability Company hereby proposed to be organized shall be known as **ALL STAR MINERALS, LLC**.

ARTICLE II. The nature of the business proposed to be transacted, promoted, and carried on by this limited liability company shall be to engage in any lawful act or activity for which limited liability companies may be organized under the laws of the Commonwealth of Kentucky.

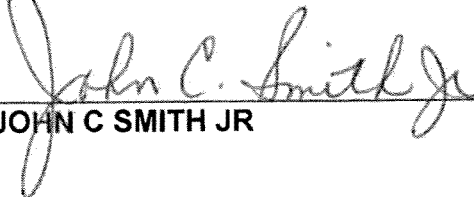
ARTICLE III. The duration of this limited liability company shall be perpetual unless sooner dissolved according to law.

ARTICLE IV. The address of its principal and initial registered office for said limited liability company shall be 4403 Mesa Drive, Catlettsburg, Kentucky, 41129. The initial registered agent at shall be Billy R. Shelton, Esq., at 151 North Eagle Creek Drive, Suite 310, Lexington, Kentucky 40515.

ARTICLE V. The limited liability company is to be managed by its members.

ARTICLE VI. The initial member of said limited liability company is John C. Smith, Jr.

IN TESTIMONY WHEREOF, witness my signature to triplicate copies hereof,
this the 26th day of December, 2012.




JOHN C SMITH JR

STATE OF KENTUCKY

COUNTY OF Burd


I, Jill Nolan, a Notary Public, in and for the
County and State aforesaid, do hereby certify that on this the 26 day of December,
2012, personally appeared before me **JOHN C SMITH JR**, who, being by me first duly
sworn, declared he is the organizer of **ALL STAR MINERALS, LLC**; that he signed the
foregoing Articles of Organization as such organizer and that the statements contained
therein are true.

My Commission expires 07/10/14.



Notary Public
ID# 422928

This instrument was prepared by:



Billy R. Shelton
Jones, Walters, Turner & Shelton, PLLC
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