

Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State

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Secretary of State
Received and Filed
7/23/2012 2:11:24 PM
Fee receipt: \$40.00

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**Articles of Organization
Limited Liability Company**

KLC

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer hereby submits the following Articles of Organization to the Office of the Secretary of State for filing:

Article I: The name of the company is

Atlas Resources, LLC

Article II: The street address of the company's initial registered office in Kentucky is

10265 US Hwy 25 S, Corbin, KY 40701

and the name of the initial registered agent at that address is **Scott Fleming**

Article III: The mailing address of the company's initial principal office is

10265 US Hwy 25 S, Corbin, KY 40701

Article IV: The limited liability company is to be managed by **Members**

Executed by the Organizer on Monday, July 23, 2012

Name of Organizer: **James RW Hoskins**

Signature of individual signing on behalf of Organizer: **James RW Hoskins**

I, **Scott Fleming**, consent to serve as the Registered Agent on behalf of the limited liability company.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Scott Fleming