

ARTICLES OF ORGANIZATION
FOR
MHG, LLC

The undersigned executes these Articles of Organization for the purpose of forming and does hereby form a limited liability company under the laws of the Commonwealth of Kentucky in accordance with the following provisions.

ARTICLE I
Name

The name of the limited liability company is MHG, LLC.

ARTICLE II
Initial Principal Office

The mailing address of the initial principal office of the limited liability company in the Commonwealth of Kentucky is 413 Timberlake Avenue, Erlanger, Kentucky 41018.

ARTICLE III

Initial Registered Office and Registered Agent

The street address of the initial registered office of the limited liability company in the Commonwealth of Kentucky is 413 Timberlake Avenue, Erlanger, Kentucky 41018. The initial registered agent at that address is Timothy Menohar.

ARTICLE IV
Purpose

The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under the laws of this state.

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Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
2/19/2013 4:01 PM
Fee Receipt: \$40.00

ARTICLE VI
Members/Organizers

The limited liability company has three initial organizers, who are also members and the name and address of the member/organizers are as follows: **Timothy Menoher**, 413 Timberlake Avenue, Erlanger, Kentucky 41018; **Corey Gallus**, 195 Choctaw Drive, Dry Ridge, Kentucky 41035; and, **Gene Hughes**, 1094 Charley Court, Union, Kentucky 41091. Each initial member/organizer shall have an equal 1/3 interest in the limited liability company. There shall be a right of first refusal of the remaining members/organizers should any member/organizer disassociate from the limited liability company for any reason, including death or incapacity.

ARTICLE VII
Period of Duration

This limited liability company shall have perpetual existence unless dissolved by the terms of the Operating Agreement or by law.

ARTICLE VIII
Operating Agreement

The affairs of the limited liability company and the members' interests in the limited liability company shall be governed by Kentucky law and/or an Operating Agreement.

ARTICLE IX
Indemnification

The limited liability company shall, to the fullest extent permitted by law, indemnify each member and officer of the limited liability company against expenses (including attorneys' fees), judgments, losses, fines and amounts paid in settlement, incurred by his or her connection with, and

he or she is or was a member or officer of the limited liability company, or is or was serving at the request of the limited liability company as a member, officer, partner, employee or agent of another domestic or foreign limited liability company, corporation, partnership, joint venture, trust or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the members may reasonably require, by or on behalf of the person seeking indemnification to repay amounts advanced if it shall ultimately be determined that he is not entitled to be indemnified by the limited liability company as authorized herein. The indemnification provided for by this Article shall not be deemed exclusive of any other rights to which members or officers of the limited liability company may be entitled.

EXECUTED AND ACKNOWLEDGED by the undersigned acting as Organizers this 11th day of February, 2013.

Timothy Menoher
TIMOTHY MENOHER, ORGANIZER

Corey Gallus
COREY GALLUS, ORGANIZER

Gene Hughes
GENE HUGHES, ORGANIZER

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to serve as the initial registered agent for MHG, LLC as of this the 11th day of February, 2013.

Timothy Menoher
TIMOTHY-MENOTHER,
REGISTERED AGENT

Subscribed, sworn to, and acknowledged before me this 11th day of February, 2013 by

TIMOTHY MENOTHER.

Faith Young Erdman
Notary Public, State at Large
My Commission Expires: 09-16-2013
ID # 404908

THIS INSTRUMENT PREPARED BY: