

**ARTICLES OF ORGANIZATION
OF
HOLDCO, LLC**

The undersigned hereby forms and organizes a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company:

Article I

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

Article II

The name and street address of the registered agent is:

Michael S. Vitale
1101 College Street
Bowling Green, KY 42101

Article III

The mailing address of the initial principal place of business of the limited liability company is:

1116 South Main Street, Suite #5
P.O. Box 631
Morgantown, KY 42261

Article IV

The company shall be member managed.

Article V

The company is a single member limited liability company.

Article VI

The duration of the limited liability company shall be perpetual, save and until its dissolution in accordance with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

Article VII

No member, manager, officer, employee or agent of the limited liability company shall be personally liable by reason of being a member, manager, officer, employee or agent of the

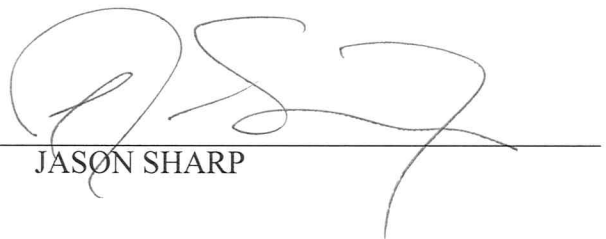
limited liability company, under a judgment, decree or order of a court, agency or tribunal of any type, or in any manner, in this or any other state, or on any other basis, for a debt, obligation or liability of the limited liability company, whether arising in contract, tort or otherwise.

The status of a person as a member, manager, officer, employee or agent of the limited liability company, shall not subject them to personal liability for the acts or omissions, including any negligence, wrongful act or actionable misconduct, of any other member, manager, officer, agent or employee of the limited liability company.

No member, manager or officer of the limited liability company shall be liable, responsible or accountable in damages or otherwise to the limited liability company or the members thereof for any action taken or failure to act on behalf of the limited liability company unless the act or omission constitutes wanton or reckless misconduct.

The limited liability company shall indemnify any member, officer and/or manager for any judgments, settlements, penalties, fines or expenses incurred in a proceeding to which a person is a party because the person is or was a member of the limited liability company.

Date: 5/23/14

BY: 
JASON SHARP

Consent of Initial Agent for Service of Process

I, Michael S. Vitale, 1101 College Street, Bowling Green, Kentucky 42101, hereby agree and consent to serve as registered office and agent for service of process of HoldCo, LLC.

Date: 5/23/14


MICHAEL S. VITALE

This Instrument Prepared By:
ENGLISH, LUCAS, PRIEST & OWSLEY, LLP
Attorneys at Law
1101 College Street
P.O. Box 770
Bowling Green, KY 42102-0770
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By: 
F. Nathan Vinson