

**ARTICLES OF ORGANIZATION
FOR**

JOELLA'S FRANCHISE, LLC

The undersigned, serving as the organizer, hereby forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act, KRS Chapter 275 (the "Act"), as follows:

**ARTICLE I
NAME**

The name of the limited liability company shall be Joella's Franchise, LLC (the "Company").

**ARTICLE II
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the Company's initial registered office shall be 2000 High Wickham Place, Suite 300, Louisville, Kentucky 40245. The name of the Company's initial registered agent at that office shall be Darryl D. Schulte, Jr.

**ARTICLE III
INITIAL PRINCIPAL OFFICE**


The mailing address of the initial principal office of the Company shall be 2000 High Wickham Place, Suite 300, Louisville, Kentucky 40245.

**ARTICLE IV
MANAGEMENT**

The Company shall be managed by its managers.

[Signature page follows.]

The undersigned has executed these Articles of Organization as organizer of Joella's Franchise, LLC as of the 19 day of December, 2017.

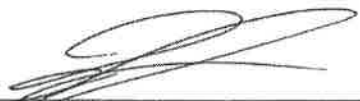


Darryl D. Schulte, Jr., Organizer

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT


Pursuant to KRS 275.025(4), the undersigned as the initial registered agent and agent for service of process identified in Article 2 of the Articles of Organization of Joella's Franchise, LLC (the "Company") hereby consents to serve the Company in that capacity until such time as such appointment is terminated or he resigns in accordance with the Kentucky Limited Liability Company Act.

Date: December 19, 2017



Darryl D. Schulte, Jr.

This foregoing instrument was
prepared by:



Scott R. Townsend
VICE COX & TOWNSEND PLLC
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