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LAOO**Alison Lundergan Grimes**  
**Kentucky Secretary of State**

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**ARTICLES OF ORGANIZATION****FOR****CITADEL GP INTERESTS II, 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 Citadel GP Interests II, LLC (the "Company").

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

The street address of the Company's initial registered office shall be 333 E. Main Street, Suite 300, Louisville, Kentucky 40202. The name of the Company's initial registered agent at that office shall be R. Allen Schubert.

**ARTICLE III**INITIAL PRINCIPAL OFFICE


The mailing address of the initial principal office of the Company shall be 333 E. Main Street, Suite 300, Louisville, Kentucky 40202.

**ARTICLE IV**MANAGEMENT

The Company shall be managed by its managers.

*[Signature page follows.]*

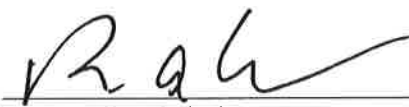
The undersigned has executed these Articles of Organization as organizer of Citadel GP Interests II, LLC, as of the 19<sup>th</sup> day of May, 2017.

By:   
R. Allen Schubert, Organizer

#### STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS 14A.4-020, the undersigned as the initial registered agent and agent for service of process identified in Article 2 of the Articles of Organization of Citadel GP Interests II, 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 applicable provisions of the Kentucky Limited Liability Company Act.

Date: May 19, 2017

By:   
R. Allen Schubert

This foregoing instrument  
prepared by:



Scott R. Townsend  
VICE COX & TOWNSEND PLLC  
2303 River Road, Suite 301  
Louisville, KY 40206