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Alison Lundergan Grimes Kentucky Secretary of State Received and Filed: 12/23/2014 8:01 AM Fee Receipt: \$40.00

ARTICLES OF ORGANIZATION of MAGNOLIA SOUTHERN ARTS, LLC

KNOW ALL MEN BY THESE PRESENTS:

That pursuant to KRS 14A and KRS 275, the undersigned does hereby undertake to form a limited liability company and for that purpose submits the following:

ARTICLE

The limited liability company proposed to be organized shall be named and known as MAGNOLIA SOUTHERN ARTS, LLC.

ARTICLE ||

The street address of the company's initial registered office in Kentucky shall be 2808 Cumberland Avenue, Ashland, Boyd County, Kentucky 41102, and its initial registered agent at that address shall be Mary B. Crowley.

ARTICLE III

The mailing address of the company's principal office shall be 2808 Cumberland Avenue, Ashland, Kentucky 41102.

ARTICLE IV

The limited liability shall be managed by its members.

ARTICLE V

The nature of the business and purposes to be transacted and carried on by this company shall be those purposes authorized by Kentucky Revised Statutes and any other lawful business purposes.

IN WITNESS WHEREOF, Mary B Crowley, Organizer, has hereunto set her hand on this _____ day of December.

B CROWLEY, Organize

I, MARY B. CROWLEY, consent to serve as the registered agent on behalf of the limited liability company, MAGNOLIA SOUTHERN ARTS, LLC.

B. CROWLFY

STATE OF KENTUCKY) COUNTY OF BOYD)

The undersigned, a notary public in and for the State and County aforesaid, does hereby certify that the foregoing Articles of Organization and consent to serve were this day produced to me in my county and state and duly acknowledged before me by MARY B. CROWLEY to by here free act and deed, on this adam day of December, 2014.

Notary Public, Ky. State at Large, #

My commission expires

SARAH ROSE Notary Public - State at Large Kentucky My Commission Expires Mar. 25, 2018 Notary ID 505691