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Alison Lundergan Grimes
Kentucky Secretary of State

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ARTICLES OF ORGANIZATION
OF
VONDERHEIDE PROPERTIES LLC

A Limited Liability Company

The undersigned, herein designated as the initial registered agent for the limited liability company organized hereby and pursuant to and under Kentucky Revised Statutes Chapter 275 (herein "the Act"), adopts the following Articles of Organization for such limited liability company:

ARTICLE I

The name of the limited liability company is **VONDERHEIDE PROPERTIES LLC**.

ARTICLE II

The street address of the initial registered office and the name of the initial registered agent at that office for VONDERHEIDE PROPERTIES LLC is as follows:

Initial Registered Office is:
605 28th Street
Ashland, KY 41101

Initial Registered Agent is: **Marc Vonderheide**. By signing below the Initial Registered Agent willingly accepts the duties and responsibilities as Registered Agent.

ARTICLE III

The mailing address of the initial principal office of VONDERHEIDE PROPERTIES LLC is **605 28th Street, Ashland, KY 41101**.

ARTICLE IV

VONDERHEIDE PROPERTIES LLC shall have one or more members.

ARTICLE V

VONDERHEIDE PROPERTIES LLC is to be managed by the members.

ARTICLE VI

The term of existence of VONDERHEIDE PROPERTIES LLC is perpetual.

ARTICLE VII

The purposes for which VONDERHEIDE PROPERTIES LLC is organized are to engage in any and all lawful businesses for which limited liability companies may be organized under KRS Chapter 275 and all activities related or incidental thereto.

ARTICLE VIII

To the fullest extent permitted by, and in accordance with the provisions of KRS Chapter 275, as the same exists or may hereafter be amended, VONDERHEIDE PROPERTIES LLC shall indemnify any member of VONDERHEIDE PROPERTIES LLC against expenses (including attorney's fees), judgments, taxes, penalties, fines, and amounts paid in settlement, incurred by such member in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such member is, or is threatened to be made, a party because such member is or was a member of VONDERHEIDE PROPERTIES LLC.

ARTICLE IX

A member of VONDERHEIDE PROPERTIES LLC shall not be personally liable to VONDERHEIDE PROPERTIES LLC or its members for monetary damages for breach of such member's duties as a member, provided that this provision shall not eliminate or limit the liability of a member for the following: (i) for any transaction in which the member's personal financial interest is in conflict with the financial interests of VONDERHEIDE PROPERTIES LLC or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the member to be a violation of law; (iii) for any transaction from which the member derived an improper personal benefit. This Article IX shall continue to be applicable with respect to any such breach of duties by a member of VONDERHEIDE PROPERTIES LLC as a member notwithstanding that such member thereafter ceases to be a member and shall inure to the personal benefit of his or her heirs, executors, and administrators.

ARTICLE X

If any provision of these Articles of Organization or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of these Articles of Organization that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Organization are severable.

IN TESTIMONY WHEREOF, witness the signature of the Initial Registered Agent, this 25th day of January, 2013.



MARC VONDERHEIDE

COMMONWEALTH OF KENTUCKY)
COUNTY OF Boyd)

The foregoing Articles of Organization were subscribed and sworn to and acknowledged before me by Marc Vonderheide, Initial Registered Agent, this 25th day of January, 2013.

My Commission expires: August 24, 2014



[Signature]
NOTARY PUBLIC, STATE AT LARGE,
KENTUCKY

THIS INSTRUMENT WAS PREPARED BY:

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