

## ARTICLES OF ORGANIZATION

OF

### City West, LLC

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

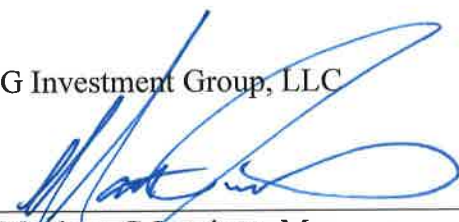
1. **Name**: The name of the limited liability company is City West, LLC.
2. **Initial Registered Office and Agent**: The street address of the limited liability company's initial registered office is 1105 State Route 121 North, Murray, KY 42071. The name of its initial registered agent at that office is Matthew C. Jennings.
3. **Initial Principal Office**: The mailing address of the initial principal office of the limited liability company is 1105 State Route 121 North, Murray, KY 42071.
4. **Statement of Management**: The limited liability company is to be managed by one or more managers, to be exercised in accordance with the operating agreement of the limited liability company.
5. **Dissolution**: The company does not have a specific date of dissolution. The company shall dissolve as provided in the Act and the limited liability company's operating agreement.
6. **Statement of Limited Liability**: Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the limited liability company.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization this 20th day of September, 2012.

Organizers:  
RPS Properties, LLC

By   
Richard Price, Managing Member

SBG Investment Group, LLC

By   
Matthew C. Jennings, Manager

STATE OF KENTUCKY  
COUNTY OF CALLOWAY

The foregoing Articles of Organization of City West, LLC were acknowledged, subscribed and sworn to before me this 20th day of September, 2012, by Richard Price, Managing Member of RPS Properties, LLC, Organizer on behalf of the company.

S E A L

Donna J. Anderson  
NOTARY PUBLIC  
My Commission Expires: 12/13/12

STATE OF KENTUCKY  
COUNTY OF CALLOWAY

The foregoing Articles of Organization of City West, LLC were acknowledged, subscribed and sworn to before me this 20<sup>th</sup> day of September, 2012, by Matthew C. Jennings, Manager of SBG Investment Group, LLC, Organizer on behalf of the company.

S E A L



Christie Woods  
NOTARY PUBLIC  
My Commission Expires: 8/8/2016

THIS INSTRUMENT PREPARED BY:  
HAVERSTOCK, BELL & PITMAN  
P. O. Box 1075  
Murray, KY 42071  
(270) 753-1694

Gerald Bell  
GERALD BELL


#### CONSENT OF REGISTERED AGENT

Pursuant to KRS Chapter 275, the undersigned, as the initial registered agent identified in paragraph 2 of the Articles of Organization of City West, LLC (the "Company"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Limited Liability Company Act.

Matthew C. Jennings  
Matthew C. Jennings

STATE OF KENTUCKY  
COUNTY OF CALLOWAY

The foregoing Consent of Registered Agent was acknowledged, subscribed and sworn to before me this 20<sup>th</sup> day of September, 2012 by Matthew C. Jennings.



NOTARY PUBLIC

My Commission Expires: 8/8/2016

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