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Alison Lundergan Grimes
Kentucky Secretary of State

Received and Filed:

11/7/2014 3:03 PM

Fee Receipt: \$40.00

ARTICLES OF ORGANIZATION
OF
DIXIANA HOTEL HOLDINGS, LLC

The undersigned organizer, desiring to form a limited liability company under the Kentucky Limited Liability Company Act, hereby states the following:

1. **NAME.** The name of the limited liability company is Dixiana Hotel Holdings, LLC.

2. **REGISTERED AGENT.** The name and address of the registered agent are:

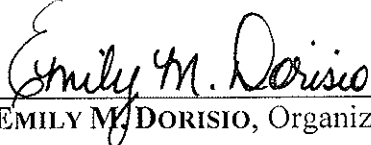
1400, LLC
300 W. Vine Street, Suite 1100
Lexington, Kentucky 40507

3. **PRINCIPAL OFFICE.** The address of the initial principal office of the limited liability company is:

1301 Dixiana Domino Road
Lexington, Kentucky 40511

4. **MANAGEMENT.** The limited liability company is to be managed by its members.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization this 7th day of November, 2014.

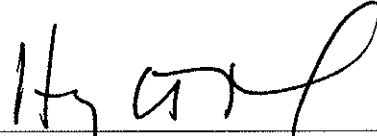


EMILY M. DORISIO, Organizer

CONSENT OF REGISTERED AGENT

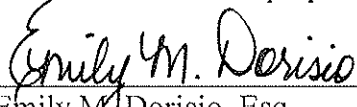
The undersigned, having been named in these Articles of Organization as the registered agent of the limited liability company hereby consents to serve in that capacity.

1400, LLC



HENRY C. P. RICHMOND, III, Manager

This Instrument was prepared by:



Emily M. Dorisio, Esq.
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859/231-8500