

# ARTICLES OF ORGANIZATION OF SMALLHOUSE ROAD PARTNERS, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company:

## Article I

The name of the limited liability company is: Smallhouse Road Partners, LLC.

## Article II

The street address of the registered office and name of the registered agent is:

Michael S. Vitale  
1101 College Street  
Bowling Green, KY 42101

## Article III

The mailing address of the initial principal place of business of the limited liability company is:

6044 Scottsville Road, Suite 109  
Bowling Green, KY 42104

## Article IV

The company shall be manager managed.

## Article V

The duration of the limited liability company shall be perpetual, save and until its dissolution in accordance with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

## Article VI

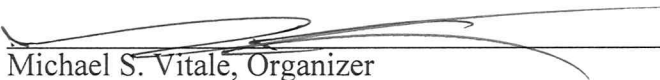
No member, manager, officer, employee or agent of the limited liability company shall be personally liable by reason of being a member, manager, officer, employee or agent of the limited liability company, under a judgment, decree or order of a court, agency or tribunal of any type, or in any manner, in this or any other state, or on any other basis, for a debt, obligation or liability of the limited liability company, whether arising in contract, tort or otherwise.

The status of a person as a member, manager, officer, employee or agent of the limited liability company, shall not subject them to personal liability for the acts or omissions, including any negligence, wrongful act or actionable misconduct, of any other member, manager, officer, agent or employee of the limited liability company.

No member, manager or officer of the limited liability company shall be liable, responsible or accountable in damages or otherwise to the limited liability company or the members thereof for any action taken or failure to act on behalf of the limited liability company unless the act or omission constitutes wanton or reckless misconduct.

The limited liability company shall indemnify any member, officer and/or manager for any judgments, settlements, penalties, fines or expenses incurred in a proceeding to which a person is a party because the person is or was a member of the limited liability company.


Date: 6/5/12

  
Michael S. Vitale, Organizer

### **Consent of Initial Agent for Service of Process to Serve**

I, Michael S. Vitale, of 1101 College Street, Bowling Green, Kentucky 42101, hereby agree and consent to serve as registered agent for service of process of Smallhouse Road Partners, LLC, at said address.

Date: 6/5/12

  
Michael S. Vitale

This Instrument Prepared By:

ENGLISH, LUCAS, PRIEST & OWSLEY, LLP  
Attorneys at Law  
1101 College Street  
P.O. Box 770  
Bowling Green, KY 42102-0770  
Phone: (270) 781-6500

By:

  
Michael S. Vitale