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Alison Lundergan Grimes  
Kentucky Secretary of State  
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COMMONWEALTH OF KENTUCKY  
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings Business Filings PO Box 718 Frankfort, KY 40602 (502) 554-3490 www.sos.ky.gov	Articles of Organization Limited Liability Company	KLC
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Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements.

Article I: The name of the limited liability company is

**B & N PROPERTIES, LLC**

Article II: The street address of the limited liability company's initial registered office in Kentucky is

<b>104 DUBLIN LANE</b>	<b>SHELBYVILLE KY</b>	<b>40065</b>
Street Address Only (No Post Office Box Numbers)	City State	Zip Code

and the name of the initial registered agent at that office is **ROBERT L. HOWELL, JR.**

Article III: The mailing address of the limited liability company's initial principal office is

<b>104 DUBLIN LANE</b>	<b>SHELBYVILLE KY</b>	<b>40065</b>
Street Address or Post Office Box Number	City State	Zip Code

Article IV: The limited liability company is to be managed by (must check one):

A. a manager(s).

B. Its member(s).

Article V: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is \_\_\_\_\_

(Delayed effective date and/or time)

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

<i>Robert L. Howell, Jr.</i>	<b>ROBERT L. HOWELL, JR. - OWNER</b>	<b>08/29/2013</b>
Signature of Organizer	Printed Name & Title	Date

Signature of Organizer	Printed Name & Title	Date
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**ROBERT L. HOWELL, JR.**

Print Name of Registered Agent

consent to serve as the registered agent on behalf of the limited liability company.

<i>Robert L. Howell, Jr.</i>	<b>ROBERT L. HOWELL, JR.</b>	<b>08/29/2013</b>
Signature of Registered Agent	Printed Name	Date