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Michael G. Adams  
Kentucky Secretary of State  
Received and Filed:  
4/1/2025 3:36 PM  
Fee Receipt: \$40.00

**ARTICLES OF ORGANIZATION**

**OF**

**Close Enough Lodge, 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**

**Name**

The name of the limited liability company is Close Enough Lodge, LLC.

**ARTICLE II**

**Registered Office; Registered Agent**

The name and street address of the initial registered office of the Company shall be 7952 Howardstown Road, New Haven, Kentucky 40051, and the name of the initial registered agent at such office shall be Frank Cecil.

**ARTICLE III**

**Principal Office**

The mailing address of the initial principal office of the Company shall be:

Close Enough Lodge, LLC

7952 Howardstown Road, New Haven, Kentucky 40051

**ARTICLE IV**

**Effective Date of Organization**

These Articles of Organization and the formation of the Company shall be effective on and as the date of filing with the Secretary of State of the Commonwealth of Kentucky.

## **ARTICLE V**

### **Management**

The affairs of the Company are to be managed by its members, to be exercised in accordance with the provisions of the Company's operating agreement.

## **ARTICLE VI**

### **Limited Liability**

Except as otherwise provided by Kentucky Law, no member, manager, agent, organizer or employee of the Company shall be personally liable for the debts, obligations, or liabilities of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent, organizer or employee of the Company.

## **ARTICLE VII**

### **Indemnification**

The Company shall indemnify any person who was, or is a member, manager or organizer, and which person was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is, or was, serving as a member, manager or organizer, or at the request of the Company, as an organizer, member, manager, director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that with respect to an action by or in the right of the Company, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Company, unless

and only, to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Such indemnification shall be made to the fullest extent permitted by Kentucky law.

DATE: 1-8-25

Frank Cecil  
Frank Cecil, ORGANIZER

I, Frank Cecil, having a principal place of business of 7952 Howardstown Road, New Haven, Kentucky 40051, hereby agree and consent to serve as registered office and agent for service of Close Enough Lodge, LLC.

Frank Cecil  
Frank Cecil

The foregoing instrument was prepared by:

John S. Kelley, Jr., Attorney at Law  
KELLEY LAW OFFICE, PLLC  
202 E. Stephen Foster Ave.  
Bardstown, KY 40004

John S. Kelley, Jr.