

**ARTICLES OF ORGANIZATION
FOR
ABNEY & ANDREWS EYE CENTER, PLLC**
A Professional Limited Liability Company

The undersigned executes these Articles of Organization for the purpose of forming and does hereby form a professional limited liability company under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

ARTICLE I

Name

The name of the professional limited liability company is Abney & Andrews Eye Center, PLLC.

ARTICLE II

Professional Services

The professional service to be practiced through this professional limited liability company is optometry.

ARTICLE III

Initial Principle Office

The mailing address of the initial principle office of the professional limited liability company in the Commonwealth of Kentucky is 31 Bobby Bland Way, Leitchfield, Kentucky 42754.

ARTICLE IV

Initial Registered Office and Registered Agent

The street address of the initial registered office of the professional limited liability company in the Commonwealth of Kentucky is 62 Public Square, Leitchfield, Kentucky 42754. The initial registered agent at that address is Darren L. Embry.

ARTICLE V

Purpose

The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under the laws of the state.

ARTICLE VI

Management

The affairs of the professional limited liability company are to be managed by the members subject to the provisions of its operating agreement.

ARTICLE VII

Members

The professional limited liability company has one initial member whose name is Larry Brett Abney, O.D., having an address of 31 Bobby Bland Way, Leitchfield, Kentucky 42754.

ARTICLE VIII

Period of Duration

This limited liability company shall have perpetual existence.

ARTICLE IX

Indemnification

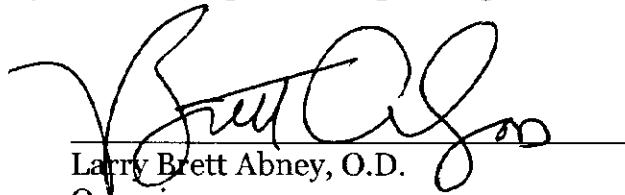
The limited liability company shall, to the fullest extent permitted by law, indemnify each member and officer of the limited liability company against expenses (including attorneys' fees), judgments, taxes, fines and amounts paid in settlement, incurred by his or her connection with, and shall advance expenses (including attorneys' fees) incurred by him or her in defending, any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which he or she is, or is threatened to be made, a party by reason of the fact that he or she was a member or officer of the limited liability company, or is or was serving at the request of the limited liability company as a member, officer, partner, employee or agent of another domestic or foreign limited liability company, corporation, partnership, joint venture, trust or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the members may reasonably require, by or on behalf of the person seeking indemnification to repay amounts advanced if it shall ultimately be determined that he is not entitled to be indemnified by the limited liability company as authorized herein. The indemnification provided for by this Article shall not be deemed exclusively of any other rights to which members or officers of the limited liability company may be entitled.

ARTICLE X

Organizer

The name and mailing address of the persons acting as Organizer is Larry Brett Abney, O.D., having an address of 31 Bobby Bland Way, Leitchfield, Kentucky 42754.

EXECUTED AND ACKNOWLEDGED by the undersigned acting as Organizer this the 3rd day of February, 2015.



Larry Brett Abney, O.D.
Organizer

CONSENT OF REGISTERED AGENT


The undersigned hereby consents to serve as the initial registered agent for Abney & Andrews Eye Center, PLLC, as of this 3~~rd~~ day of February, 2015.



Darren L. Embry
Registered Agent

THIS INSTRUMENT PREPARED BY:

EMBRY MERRITT SHAFFAR WOMACK, PLLC



Darren L. Embry
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