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**Alison Lundergan Grimes**  
**Kentucky Secretary of State**  
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**ARTICLES OF ORGANIZATION  
FOR  
KHSBHOF MEMBER, LLC**

The undersigned, serving as the organizer, hereby forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act, Chapter 275 of the Kentucky Revised Statutes, as amended (the "Act"), as follows:

**ARTICLE I**  
**NAME**

The name of the limited liability company shall be KHSBHOF MEMBER, LLC (the "Company").

**ARTICLE II**  
**INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the Company's initial registered office shall be 404 South Mulberry Street, Elizabethtown, Kentucky 42701. The name of the Company's initial registered agent at that office shall be Paul Najjar.

**ARTICLE III**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Company shall be 404 South Mulberry Street, Elizabethtown, Kentucky 42701.

**ARTICLE IV**  
**MANAGEMENT**

The Company shall be managed by its members.

*[Signature page follows.]*

The undersigned has executed these Articles of Organization as Organizer of KHSBHOF MEMBER, LLC as of the 26 day of June, 2017.

KENTUCKY HIGH SCHOOL BASKETBALL  
HALL OF FAME, INC.,  
a Kentucky nonprofit corporation

By: John K. Trivette  
Name: John K. Trivette  
Title: Board Chairman KHSBHOF

**STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT**

Pursuant to KRS 14A.4-020, the undersigned as the initial registered agent and agent for service of process identified in Article 2 of the Articles of Organization of KHSBHOF MEMBER, LLC (the "Company"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or he resigns in accordance with the applicable provisions of the Kentucky Limited Liability Company Act.

Date: June 26, 2017

Paul Najjar  
PAUL NAJJAR

This foregoing instrument  
prepared by:



Scott R. Townsend  
VICE COX & TOWNSEND PLLC  
2303 River Road, Suite 301  
Louisville, KY 40206