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**ARTICLES OF ORGANIZATION**

**OF**

**ACP Enterprises, LLC**

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

**ARTICLE I**

The name of the limited liability company shall be:

“ACP Enterprises, LLC”

**ARTICLE II**

The name and street address of the registered agent shall be:

John A. Yeager  
3261 Turkeyfoot Road  
Edgewood, KY 41017

**ARTICLE III**

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

3261 Turkeyfoot Road  
Edgewood, Kentucky 41017

**ARTICLE IV**

The limited liability company shall have one or more members.

**ARTICLE V**

The management of the limited liability company shall be by a Manager, with the authority to be exercised in accordance with the operating agreement of the limited liability company.

**ARTICLE VI**

The limited liability company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or occurrence of any other event which terminates the continued membership of a member in the limited liability company ("Event of Disassociation"), unless the business of the limited liability company is continued by the consent of a majority in interest of the remaining members within ninety (90) days after the Event of Disassociation. This provision is intended to and shall be construed to satisfy the provisions of Revenue Procedure 94-46.

**ARTICLE VII**

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

  
\_\_\_\_\_  
John A. Yeager  
Dated: December 15<sup>th</sup> 2011

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

I, John A. Yeager, having a principal address of 3261 Turkeyfoot Road, Edgewood, KY 41017, hereby agree and consent to serve as registered office and agent for service of process of ACP Enterprises, LLC.

  
\_\_\_\_\_  
John A. Yeager  
Agent for Service of Process  
Dated: December 15<sup>th</sup> 2011

THIS INSTRUMENT PREPARED BY:

  
\_\_\_\_\_  
JOHN E. LANGE III  
Attorney at Law  
LANGE, QUILL & POWERS, P.L.C.  
4 West Fourth Street, Suite 400  
Newport, Kentucky 41071  
(859) 491-1500