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Alison Lundergan Grimes
Kentucky Secretary of State
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**ARTICLES OF ORGANIZATION
OF**

**FIFTH AND MAIN, LLC,
a Kentucky limited liability company**

I, the undersigned organizer of Fifth and Main, LLC (the “**Company**”), acting pursuant to the Kentucky Limited Liability Company Act, hereby adopt the following Articles of Organization for the Company.

**ARTICLE I
COMPANY NAME**

The name of the Company is Fifth and Main, LLC.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The name of the Company’s Kentucky registered agent is Homer E. Kunselman. The registered office of the Company is 10794 Saint Andrews Drive, Union, Kentucky 41091.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Company’s principal office is 10794 Saint Andrews Drive, Union, Kentucky 41091.

**ARTICLE IV
TERM**

The Company’s term shall be perpetual.

**ARTICLE V
MANAGEMENT**

The business of the Company shall be conducted under the exclusive management of managers, who shall have exclusive authority to act for the company in all matters. The name of the Company’s sole initial manager is Homer E. Kunselman, whose address is 10794 Saint Andrews Drive, Union, Kentucky 41091.

**ARTICLE VI
PURPOSE**

The Company is organized to make investments in accordance with the provisions of Section 408 of the Internal Revenue Code, including, without limitation, various private and public investments, investments in real estate, loans, financial paper, tax liens/deeds, private partnerships, various securities and other investments as the Managers may deem appropriate.

The Company's activities shall at all times be limited to comply with this purpose and the applicable provisions of the Internal Revenue Code and ERISA.

ARTICLE VII
INDEMNIFICATION

To the full extent permitted by the Kentucky Limited Liability Company Act, the members of the Company shall authorize the Company to indemnify any present or former manager, member or officer of the Company against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with a proceeding in which the person was, is or is threatened to be made a named defendant or respondent because the person is or was a manager, member or officer of the Company.

ARTICLE VIII
EXEMPTION FROM LIABILITY

A manager of the Company shall not be liable to the Company or its members for monetary damages for a breach of its fiduciary duties to the Company, except to the extent that any applicable law may prevent such manager from being relieved of such personal liability. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation of the personal liability of a manager of the Company existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have executed these Articles of Organization of Fifth and Main, LLC as of February 11, 2014.



Jeffery S. Darby, Organizer

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