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LAOO**Alison Lundergan Grimes**
Kentucky Secretary of State

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ARTICLES OF ORGANIZATION**OF****LIBERTY WINERY OZ FUND LLC**

The undersigned forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act (the "Act"), KRS Chapter 275, hereby makes, acknowledges, and files the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is Liberty Winery OZ Fund LLC (the "Company").

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the initial principal office of the Company in Kentucky shall be 901 E Liberty Street, Louisville, Kentucky 40204.

ARTICLE III
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Kentucky Secretary of State. The Company's existence shall be perpetual, save and until its dissolution in accordance with the Act and the company's Operating Agreement.

ARTICLE IV
POWERS

The Company shall have all the powers granted to a limited liability company under the laws of the Commonwealth of Kentucky.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office in the Commonwealth of Kentucky is 901 E Liberty Street, Louisville, Kentucky 40204. The name of the initial registered agent of the company at that office is Shane Uttich.

**ARTICLE VI
MANAGEMENT**

The management of the Company is reserved to its Managers, to be exercised in accordance with the Company's Operating Agreement. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE VII
STATEMENT OF LIMITED LIABILITY**

Except as otherwise provided by Kentucky law, no member, manager, agent, 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, or employee of the Company.

**ARTICLE VIII
PURPOSE, RESTRICTIONS ON OPERATIONS**

The Company is being organized for purposes of being a "qualified opportunity zone fund" as defined in Section 1400Z-2(d) of the Internal Revenue Code of 1986, and to engage in any lawful acts or activities for which limited liability companies may be formed under the Act.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes, this **30** day of September, 2019.

ORGANIZER:



SHANE UTTICH, an individual

**CONSENT TO SERVE
OF INITIAL AGENT FOR SERVICES OF PROCESS**

The undersigned hereby consents to serve as the initial registered agent for Liberty Winery OZ Fund LLC (the "Company"), as contemplated by the Company's Articles of Organization.

Dated: September 30th, 2019

INITIAL REGISTERED AGENT:



SHANE UTTICH, an individual