

ARTICLES OF ORGANIZATION
OF
JOSEPH QOF, LLC

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

Article I

The name of the limited liability company is:

Joseph QOF, LLC

Article II

The name and street address of the registered agent of the limited liability company are:

Raquel Joseph
1901 Evergreen Road
Anchorage KY 40223

Article III

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

1901 Evergreen Road
Anchorage KY 40223

Article IV

The management of the limited liability company is reserved to a manager or managers elected and/or appointed in accordance with the operating agreement of the limited liability company. Only a person elected or appointed as a manager may bind the limited liability company, and no member, by reason of being a member, may bind the limited liability company. The

authority of the manager(s) shall be exercised in accordance with the operating agreement of the limited liability company.

Article V

The duration of the limited liability company shall be perpetual, save and until its dissolution in accordance with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

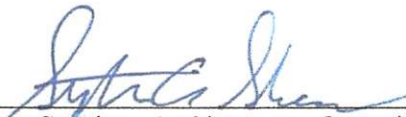
Article VI

The object and purpose of the limited liability company is to invest in qualified opportunity zone property (other than another qualified opportunity fund) within the meaning of section 1400Z-2(d)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal Tax laws (the “Code”), and to otherwise constitute and qualify as a qualified opportunity fund within the meaning of section 1400Z-2(d)(1) of the Code.

Article VII


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

Date: October 16, 2020

By: 
Stephen A. Sherman, Organizer

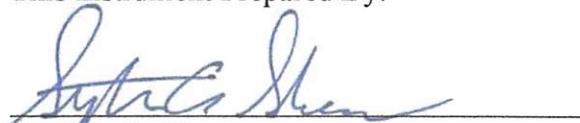
**Consent of Initial Agent to Serve as
Registered Agent for Service of Process**

Raquel Joseph, having a principal place of business at 1901 Evergreen Road, Anchorage KY 40223 hereby agrees and consents to serve as registered office and agent for service of process of **JOSEPH QOF, LLC**.



Raquel Joseph

This Instrument Prepared By:



Stephen A. Sherman
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