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Alison Lundergan Grimes
Kentucky Secretary of State

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**ARTICLES OF ORGANIZATION
FOR
JOELLA'S LOUISVILLE MIDDLETOWN KY, LLC**

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

**ARTICLE I
NAME**

The name of the limited liability company shall be Joella's Louisville Middletown KY, LLC (the "Company").

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

The street address of the Company's initial registered office shall be 2303 River Road, Suite 301, Louisville, Kentucky 40206. The name of the Company's initial registered agent at that office shall be VCT Services Louisville LLC.

**ARTICLE III
INITIAL PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Company shall be 2000 High Wickham Place, Suite 300, Louisville, Kentucky 40245.

**ARTICLE IV
MANAGEMENT**

The Company shall be managed by its managers.

[Signature page follows.]

The undersigned has executed these Articles of Organization as organizer of Joella's Louisville Middletown KY, LLC as of the 30 day of September, 2017.



DARRYL D. SCHULTE, JR., Organizer

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS 275.025(4), the undersigned as the initial registered agent and agent for service of process identified in Article 2 of the Articles of Organization of Joella's Louisville Middletown KY, LLC (the "Company") hereby consents to serve the Company in that capacity until such time as such appointment is terminated or the initial registered agent resigns in accordance with the Kentucky Limited Liability Company Act.

Date: September 30, 2017

VCT SERVICES LOUISVILLE LLC

By: 
Scott R. Townsend, Manager

This foregoing instrument was
prepared by:



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