

# **ARTICLES OF ORGANIZATION**

**OF**

**EUBANK TRAINING, LLC**

**A Limited Liability Company**

The undersigned, herein designated as the initial registered agent for the limited liability company organized hereby pursuant to and under Kentucky Revised Statutes, Chapter 275 (herein "the Act"), adopts the following Articles of Organization for such limited liability company:

## **ARTICLE I**

The name of the limited liability company is **EUBANK TRAINING, LLC** (Hereto referred to as Limited Liability Company)

## **ARTICLE II**

The name and address of the initial registered agent for Limited Liability Company is as follows:

4400 Breckinridge Lane #400  
Louisville, KY 40218

## **ARTICLE III**

The mailing address of the initial principal office of Limited Liability Company is as follows:

4400 Breckinridge Lane #400  
Louisville, KY 40218.

## **ARTICLE IV**

Limited Liability Company has at least one (1) or more members.

## **ARTICLE V**

Limited Liability Company is to be managed by its member(s).

## **ARTICLE VI**

The latest date in which Limited Liability Company is to dissolve is December 31, 2050.

## **ARTICLE VII**

The purposes for which Limited Liability Company is organized are to transact any and all lawful business for which limited liability companies may be organized under the Act and to exercise any and all powers that limited liability companies may now or hereafter exercise under the Act.

## **ARTICLE VIII**

To the fullest extent permitted by, and in accordance with the provisions of, The Kentucky Revised Statutes, Chapter 275, as the same exists or may hereafter be amended, Limited Liability Company shall indemnify each member of Limited Liability Company against expenses (including attorney's fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by such member in connection with defending

any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such member is, or is threatened to be made, a party because such member is or was a member of Limited Liability Company, or is or was serving at the request of Limited Liability Company as a member, employee or agent of another domestic or foreign limited liability company, domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans. A member shall be considered to be serving an employee benefit plan at Limited Liability Company's request if his duties to Limited Liability Company also impose duties on or otherwise involve services by him to the plan or the participants in or beneficiaries of the plan. To the fullest extent authorized or permitted by, and in accordance with the aforesaid provisions, Limited Liability Company shall pay or reimburse expenses (including attorney's fees) incurred by a member who is a party to a proceeding in advance of final disposition of such proceeding.

The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any agreement, action of members, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office at Limited Liability Company, shall continue as to a person who has ceased to be a member, employee, or agent of Limited Liability Company, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Limited Liability Company may purchase and maintain insurance on behalf of an individual who is or was a member of Limited Liability Company, or who, while a member of Limited Liability Company, is or was serving at the request of Limited Liability Company as a member, partner, officer, director, trustee, employee or agent of another foreign or domestic limited liability company, domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such member in that capacity or arising from his status as a member whether or not Limited Liability Company would have power to indemnify such member against the same Liability under the provisions of the Article VIII.

Any repeal or modification of this Article VIII by Limited Liability Company shall not adversely affect any right or protection of a member of Limited Liability Company under this Article VIII with respect to any act or omission occurring prior to the time of such repeal or modification.


#### ARTICLE IX

A member of Limited Liability Company shall not be personally liable to Limited Liability Company or its members for monetary damages for breach of such member's duties as a member, provided that this provision shall not eliminate or limit the liability of a member for the following: (i) for any transaction in which the member's personal financial interest is in conflict with the financial interests of Limited Liability Company or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the member to be a violation of law; (iii) for any transaction from which the member derived an improper personal benefit. This Article IX shall continue to be applicable with respect to any such breach of duties by a member of Limited Liability Company as a member notwithstanding that such member thereafter ceases to be a member and shall inure to the personal benefit of his heirs, executors, and administrators.

#### ARTICLE X

If any provision of these Articles of Organization or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of these Articles of Organization that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Organization are severable.

IN TESTIMONY WHEREOF, witness the signature of the initial registered agent who by his(her) signature below agrees and consents to act as the Initial Registered Agent this 17 day of January, 2017



Commonwealth of Kentucky  
Office of the Secretary of State  
P.O. Box 718  
Frankfort, KY 40602-0718

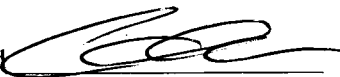
Re: Limited Liability Company

Dear Sir/Madam,

This letter is to confirm my acceptance to serve as the initial registered agent for Limited Liability Company.

4400 Breckinridge Lane #147  
Louisville, KY 40218

Signed

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.