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Michael G. Adams
 Kentucky Secretary of State
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COMMONWEALTH OF KENTUCKY
 MICHAEL ADAMS, SECRETARY OF STATE

Division of Business Filings
 P.O. Box 718
 Frankfort, KY 40602
 (502) 564-3490
 www.sos.ky.gov

Certificate of Authority
 (Foreign Business Entity)

FBE

Pursuant to the provisions of KRS 14A and KRS 271B, 273, 274, 275, 362 and 386 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a : ☐ profit corporation (KRS 271B) ☐ nonprofit corporation (KRS 273) ☐ professional service corporation (KRS 274)
☐ business trust (KRS 386). ☒ limited liability company (KRS 275) ☐ professional limited liability company (KRS 275)
☐ limited partnership (KRS 362). ☐ ltd cooperative assn. (KRS) ☐ statutory trust
☐ non-profit llc (KRS 275) ☐ cooperative assn. (KRS) ☐ unincorporated association

2. The name of the entity is BTT Bardstown, LLC

(The name must be identical to the name on record with the Secretary of State.)

3. The name of the entity to be used in Kentucky is (if applicable): _____
 (Only provide if "real name" is unavailable for use; otherwise, leave blank.)

4. The state or country under whose law the entity is organized is Nevada

5. The date of organization is May 15, 2018 and the period of duration is _____
 (If left blank, duration is considered perpetual.)

6. The mailing address of the entity's principal office is
9205 W Russell Road Suite 240 Las Vegas NV 89148
 Street Address City State Zip Code

7. The street address of the entity's registered office in Kentucky is
400 West Market Street, 32nd Floor Louisville KY 40202
 Street Address (No P.O. Box Numbers) City State Zip Code

and the name of the registered agent at that office is FBT LLC

8. The names and business addresses of the entity's representatives (secretary, officers and directors, managers, trustees or general partners):

Name	Street or P.O. Box	City	State	Zip Code
Thomas Toomey	9205 W Russell Road Suite 240	Las Vegas	Nevada	89148
Brandon Thomas	9205 W Russell Road Suite 240	Las Vegas	Nevada	89148

9. If a professional service corporation, all the individual shareholders, not less than one half (1/2) of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. I certify that, as of the date of filing this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.

11. If a limited partnership, it elects to be a limited liability limited partnership. Check the box if applicable: ☐

12. If a limited liability company, check box if manager-managed: ☒

13. This application will be effective upon filing, unless a delayed effective date and/or time is provided.

The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is _____

Please indicate the Kentucky county in which your business operates:

County: Nelson

To complete the following, please shade the box completely.

Please indicate the size of your business:

☒ Small (Fewer than 50 employees)
☐ Large (50 or more employees)

Please indicate whether any of the following make up more than fifty percent (50%) of your business ownership:

☐ Women-Owned ☐ Veteran Owned ☐ Minority Owned

Please indicate which of the following best describes your business:

☐ Agriculture ☐ Mining ☐ Services ☐ Construction
☐ Wholesale Trade ☒ Retail Trade ☐ Manufacturing ☐ Finance, Insurance, Real Estate
☐ Public Administration ☐ Transportation, Communications, Electric, Gas, Sanitary Services
☐ Other

Tom Toomey
 Signature of Authorized Representative

Tom Toomey - member 1-29-20
 Printed Name & Title Date

I, FBT LLC

, consent to serve as the registered agent on behalf of the business entity.

Type/Print Name of Registered Agent

Jonna Case
 Signature of Registered Agent

FBT LLC By: Jonna Case

Printed Name

Manager

Title

1/29/2020

Date