

**ARTICLES OF ORGANIZATION
OF
Life Care KY, LLC**

The undersigned, for the purpose of forming and creating a Limited Liability Company, as defined in Chapter 275 of the Kentucky Revised Statutes, on this 22nd day of February, 2015, executes these Articles of Organization, and does hereby form a limited liability company in accordance with the following provisions:

1. NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company shall be Life Care KY, LLC (hereafter the "LLC").

2. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the LLC's initial registered office is 1990 Louisville Road, Suite 107 Bowling Green, Kentucky 42101 and the name of the LLC's initial registered agent at that office is Delbert E. Lucas

3. INITIAL PRINCIPAL OFFICE

The mailing address of the principal office of the LLC in the Commonwealth of Kentucky shall be 1990 Louisville Road, Suite 107, Bowling Green, Kentucky 42101

4. MEMBERSHIP

The LLC shall have Two (2) members, Delbert E. Lucas with 50% ownership, and Robert O. Onyejiaka 50% ownership; totaling 100% in units.

5. MANAGEMENT

The affairs of the LLC shall be managed by its members, pursuant to the operating agreement.

6. DURATION

The duration of the LLC shall be perpetual; subject to dissolution pursuant to its Operating

Agreement and by operation of law.

7. IMMUNITY FROM PERSONAL LIABILITY

No person shall be individually liable by reason of being a member, manager, employee or agent of this LLC, under a judgment, decree, or order of a Court, agency or tribunal of any type, or in any other manner, in this or any other state, or on any other basis, for a debt, obligation, or liability of the LLC, whether arising in contract, tort or otherwise. The status of a person as a member, manager, employee or agent of the LLC shall not subject that person to personal liability for the acts or omissions, including any negligence, wrongful act, or actionable misconduct, of any other member, manager, agent or employee of the LLC.

8. IMMUNITY FROM MANAGEMENT LIABILITY

1. GENERAL. Except as provided in the Operating Agreement, no member or manager of this LLC shall be liable, responsible or accountable in damages or otherwise to the LLC or the member(s) hereof for any action taken or omission to act on behalf of the LLC unless the act or omission constitutes wanton or reckless misconduct.

2. ACCOUNTING. Each member and manager shall account to the LLC and hold as trustee for it any profit or benefit derived by that person without the consent of the majority in ownership interest of the member(s) for (i) any transaction connected with the conduct or winding up of the LLC; or (ii) any use by the member or manager of its property, including without limitation confidential or proprietary information of the LLC or other matters entrusted to the person as a result of his status as manager or member.

8.3 NON-MANAGER MEMBER. One who is a member of this LLC and who is not a

manager shall have no liabilities to the LLC or the other members of the LLC solely by reason of acting in his capacity as a member.

IN TESTIMONY WHEREOF, witness the signature of the organizer of the LLC as of the day

and date first above written.

ORGANIZER:



Delbert E. Lucas



Robert O. Onyejiaka

CONSENT OF INITIAL REGISTERED AGENT:

I hereby accept the appointment and consent to serve as REGISTERED AGENT of Life

Care KY, LLC, until such time as this appointment is terminated or until I resign in accordance with

the Kentucky Limited Liability Company Act.



Delbert E. Lucas