

## 8. IMMUNITY FROM MANAGEMENT LIABILITY

**8.1 GENERAL.** 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.

**8.2 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 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 a 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 duties 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 organizers of the LLC as of the day and date first above written.

ORGANIZER:

Robert M. Holland

Robert M. Holland

CONSENT OF INITIAL REGISTERED AGENT:

I hereby accept the appointment and consent to serve as REGISTERED AGENT of HFM Enterprises, LLC, until such time as this appointment is terminated or until I resign in accordance with the Kentucky Limited Liability Company Act.

Robert M. Holland

Robert M. Holland