

**ARTICLES OF ORGANIZATION****OF****BEC-SM LLC**

The undersigned hereby forms and organizes a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company:

**Article I**

The name of the limited liability company is:

BEC-SM LLC

**Article II**

The name and street address of the registered agent of the limited liability company are:

SKO – Louisville Services, LLC  
2000 PNC Plaza  
500 West Jefferson Street  
Louisville, Kentucky 40202

**Article III**

The mailing address of the initial principal place of business of the limited liability company is:

c/o James B. Martin, Jr.  
2000 PNC Plaza  
500 West Jefferson Street  
Louisville, Kentucky 40202

**Article IV**

The management of the limited liability company is reserved to a manager or managers elected and/or appointed in accordance with the operating agreement of the limited liability company. Only a person elected or appointed as a manager may bind the limited liability

company, and no member, by reason of being a member, may bind the limited liability company. The authority of the manager(s) shall be exercised in accordance with the operating agreement of the limited liability company.

#### **Article V**

The duration of the limited liability company shall be perpetual, save and until its dissolution in accordance with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

#### **Article VI**

Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the limited liability company.

Date: December 17, 2015

**SKO - LOUISVILLE SERVICES, LLC,**  
as Organizer

By: Ernest W. Williams  
Ernest W. Williams, Manager

This Instrument Prepared By:

James B. Martin, Jr.  
James B. Martin, Jr.  
Stoll Keenon Ogden PLLC  
2000 PNC Plaza  
500 West Jefferson Street  
Louisville, Kentucky 40202-2828  
(502) 333-6000

**Consent of Initial Agent to Serve as  
Registered Agent for Service of Process**

SKO – Louisville Services, LLC, having a principal place of business at 2000 PNC Plaza, 500 West Jefferson Street, Louisville, Kentucky 40202 hereby agree and consent to serve as registered office and agent for service of process of **BEC-SM LLC**.

**SKO – LOUISVILLE SERVICES, LLC**

By: Ernest W. Williams  
Ernest W. Williams, Manager

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