

Articles of Organization

Of

K & W Property Holdings, 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:

K & W Property Holdings, LLC

Article II

The name and street address of the registered agent is:

**William A Kinman III
1915 Warrington Way
Louisville, KY 40222**

Article III

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

**1915 Warrington Way
Louisville, KY 40222**

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 acts or omissions of any other member, manager, agent or employee of the limited liability company.

Article VII

This limited liability company was formed by the conversion of a limited partnership, namely K&W Properties, LTD, a limited partnership governed by the Kentucky Revised Uniform Partnership Act for which a Certificate of Assumed Name was filed with the Kentucky Secretary of State on the 31 day of December, 2014.

Article VIII

The name of the limited Partnership, prior to its conversion to a limited liability company, was K&W Properties, LTD.

Article IX

All partners of the partnership have consented to the conversion and to the filing of these articles of organization.

Article X

All assumed names of the former partnership have been cancelled.

DATE: December 31, 2014

By:



William A. Kinman III, Manager

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

I, William A Kinman III having a street address of 1915 Warrington Way, Louisville, Kentucky, 40222 hereby agree and consent to serve as registered office and agent for service of process of K&W Property Holdings, LLC.

A handwritten signature in blue ink, appearing to read "William A Kinman III", written over a horizontal line.

William A Kinman III