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ADD

**Michael G. Adams**  
**Kentucky Secretary of State**  
Received and Filed:  
12/19/2023 11:43 AM  
Fee Receipt: \$40.00

**ARTICLES OF ORGANIZATION  
OF  
FP ENTERPRISES LEX 1, LLC**

The undersigned, intending to form and create a Limited Liability Company, as defined in Chapter 275 of the Kentucky Revised Statutes, hereby states and certifies the following:

1. The name of the Limited Liability Company (the "Company") shall be FP ENTERPRISES LEX 1, LLC.

2. The registered office of the Company is located at 2303 River Road, Suite 301, Louisville, Kentucky 40206, and the initial registered agent at such address shall be VCT Services Louisville LLC.

3. The mailing address of the initial principal office of the Company is 1880 Century Park East, Suite 1600, Los Angeles, California 90067.

4. The Company is to be managed by managers, subject to the provisions of its operating agreement.

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

6. Indemnification.


A. The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, organizer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

B. The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the Company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

C. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the Company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Company.

SUBSCRIBED this 12/19/2023 day of December, 2023.


Organizer:

DocuSigned by:  
  
D08E421817BE460  
Kevin Olusola

**Consent of Registered Agent**

The undersigned, VCT Services Louisville LLC, having a principal place of business of 2303 River Road, Suite 301, Louisville, Kentucky 40206, hereby agrees and consents to serve as registered office and agent for service of process of FP ENTERPRISES LEX 1, LLC.

VCT Services Louisville LLC

By:  12/19/2023  
Scott R. Townsend, Manager Date