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Elaine N. Walker, KY Secretary of State

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**ARTICLES OF ORGANIZATION
OF
LAWRENCEBURG SHOPPES, 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 1 day of December, 2011, 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 LAWRENCEBURG SHOPPES, LLC (hereafter the "LLC").

2. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the LLC's initial registered office is 1136 South Park Road, Suite 101, Bowling Green, Kentucky 42103 and the name of the LLC's initial registered agent at that office is Mark A. Williams.

3. INITIAL PRINCIPAL OFFICE

The mailing address of the principal office of the LLC in the Commonwealth of Kentucky shall be 1136 South Park Road, Suite 101, Bowling Green, Kentucky 42103
Attention: MR. MARK A. WILLIAMS.

4. MEMBERSHIP

The LLC shall initially have one (8) members.

5. MANAGEMENT

The affairs of the LLC shall be managed by a manager, pursuant to the terms of an Operating Agreement. The initial Manager shall be Mr. Mark A Williams.

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, 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, agent or employee of the LLC.

8. IMMUNITY FROM MANAGEMENT LIABILITY

8.1 GENERAL. No member or manage of this LLC shall be liable, responsible or accountable in damages or otherwise to the LLC or the other member(s) hereof for any action taken or omission to act on behalf of the LLC unless the act or mission constitutes wanton or reckless misconduct.

8.2 ACCOUNTING. Each member 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 of its property, including without limitation confidential or proprietary information of the LLC or other matters entrusted to the person as a result o his/her status as member.

IN TESTIMONY WHEREOF, witness the signature of the organizer of the LLC
as of the day and date first above written.

ORGANIZER:

A handwritten signature in cursive script, appearing to read 'Mark A. Williams', written over a horizontal line.

MARK A. WILLIAMS

CONSENT OF INITIAL REGISTERED AGENT:

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

A handwritten signature in cursive script, appearing to read 'Mark A. Williams', written over a horizontal line.

MARK A. WILLIAMS