

**ARTICLES OF ORGANIZATION**  
**OF**  
**BROOK T. SMITH OZ FUND, LLC**

The undersigned forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act (the "Act"), KRS Chapter 275, hereby makes, acknowledges, and files the following Articles of Organization:

**ARTICLE I**  
**NAME**

The name of the limited liability company is Brook T. Smith OZ Fund, LLC (the "Company").

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Company in Kentucky shall be 2307 River Rd Suite 200, Louisville, Kentucky 40206.

**ARTICLE III**  
**DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Kentucky Secretary of State. The Company's existence shall be perpetual, save and until its dissolution in accordance with the Act and the company's Operating Agreement.

**ARTICLE IV**  
**POWERS**

The Company shall have all the powers granted to a limited liability company under the laws of the Commonwealth of Kentucky.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address of the Company's initial registered office in the Commonwealth of Kentucky is 2307 River Rd Suite 200, Louisville, Kentucky 40206. The name of the initial registered agent of the company at that office is Brook T. Smith.

## **ARTICLE VI MANAGEMENT**

The management of the Company is reserved to its Manager(s), to be exercised in accordance with the Company's Operating Agreement. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

## **ARTICLE VII STATEMENT OF LIMITED LIABILITY**

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

## **ARTICLE VIII PURPOSE, RESTRICTIONS ON OPERATIONS**

The Company is being organized for purposes of (i) engaging in any lawful acts or activities for which limited liability companies may be formed under the Act; and (ii) being a "qualified opportunity fund" as defined in Section 1400Z-2(d) of the Internal Revenue Code of 1986, as amended from time to time (the "IRC"). The Company intends to satisfy the requirements of a "qualified opportunity fund" under IRC Section 1400Z-2(d) by investing in "qualified opportunity zone property" as defined in IRC Section 1400Z-2(d)(2), either by acquiring an interest in "qualified opportunity zone business property" as defined in IRC Section 1400Z-2(d)(D) or through investing in a "qualified opportunity zone business" as defined in IRC Section 1400Z-2(d)(3) by acquiring "qualified opportunity zone stock" as defined in IRC Section 1400Z-2(d)(B) or a "qualified opportunity zone partnership interest" as defined in IRC Section 1400Z-2(d)(C).

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes, this 28<sup>th</sup> of September, 2022.

FBT LLC, as organizer

By:   
Jill Battcher, Manager

**CONSENT TO SERVE  
AS INITIAL REGISTERED AGENT FOR  
BROOK T. SMITH OZ FUND, LLC**

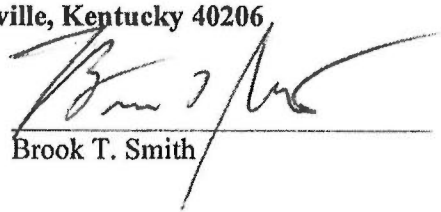
The undersigned hereby consents to serve as the initial registered agent for Brook T. Smith OZ Fund, LLC (the "Company"), as contemplated by the Company's Articles of Organization.

Dated: September 30<sup>th</sup>, 2022

**INITIAL REGISTERED AGENT:**

Brook T. Smith  
2307 River Rd Suite 200,  
Louisville, Kentucky 40206

By:

  
\_\_\_\_\_  
Brook T. Smith