

ARTICLES OF ORGANIZATION
OF
PANHEAD FRED'S BAR AND GRILL, L.L.C.
A KENTUCKY LIMITED LIABILITY COMPANY

ARTICLE I

The name of the limited liability company shall be Panhead Fred's Bar and Grill, L.L.C. ("Company").

ARTICLE II

The duration of this Company shall be perpetual unless and until sooner dissolved in the manner and form as is provided in Company's Operating Agreement, or if none, as provided by the laws of the Commonwealth of Kentucky.

ARTICLE III

The purpose for which this Company is organized shall be the transaction of any and all lawful business for which a limited liability company may be established under Chapter 275 of the Kentucky Revised Statutes.

ARTICLE IV

The initial street address of the Company's initial registered office shall be located at 1501 McJohnson Avenue, Owensboro, Kentucky 42303, and the initial registered agent at that office shall be Fred Embry.

ARTICLE V

The mailing address of the initial principal office of the Company shall be located at 1501 McJohnson Avenue, Owensboro, Kentucky 42303.

ARTICLE VI

The Company has at least one Member.

ARTICLE VII

The Company is managed by its Member.

ARTICLE VIII

Matters regarding Members' ownership rights are as follows:

- (1) There shall be 100 units of Regular Membership authorized, which units shall be originally issued to each of the Regular Members as determined by a vote of the Members of the Company.
- (2) There shall be no other classification of Membership.
- (3) The rights of the Members as to allocations of income, gain, credits, deductions, or loss and allocations of distributions shall be fully set forth in the Operating Agreement of the Company, as may be amended hereafter, to which reference is hereby made.
- (4) There shall be provided to each Member a written certificate evidencing the ownership of membership units, on a form as approved by the Company.
- (5) The Company shall maintain a current membership list, reflecting the names, addresses, number of units held, and the consideration provided for the units held by the Members.
- (6) Unless provided for otherwise in the Company's Operating Agreement, all voting matters regarding the operation of Company shall be one vote for each membership unit held by a Member.

ARTICLE IX

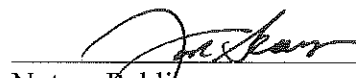
The Company may elect to act pursuant to a written Operating Agreement. Provided, to the extent not otherwise provided in these Articles of Organization or said Operating Agreement, Chapter 275 of the Kentucky Revised Statutes shall fully apply in regard to the operation and activity of this limited liability company.

IN TESTIMONY WHEREOF, witness the signature of the beginning member, this the 1st day of December, 2011.


Fred Embry, Member

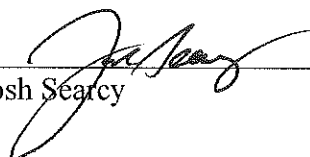
STATE OF KENTUCKY)
) SCT
COUNTY OF DAVIESS)

The foregoing instrument was subscribed and sworn to before me this the 1st day of December, 2011, by Fred Embry, beginning member of Panhead Fred's Bar and Grill, L.L.C.


Notary Public
My Comm. Expires: 5/6/15
442495

PREPARED BY:

THACKER, BICKEL, HODSKINS
& THACKER, L.L.P.
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P.O. Box 39
209 West Fourth Street
Owensboro, Kentucky 42302-0039

By 
Josh Searcy

**COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE**

STATEMENT OF CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 271B, 273, 275, or 362, the undersigned hereby consents to act as registered agent on behalf of the business entity named below and for that purpose submits the following statements:

1. The business entity is a corporation (KRS 271B or KRS 273)
 x a limited liability company (KRS 275)
 a limited partnership (KRS 362)

2. The name of the business entity is

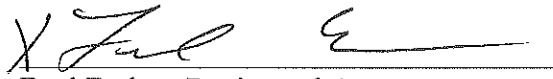
Panhead Fred's Bar and Grill, LLC

3. The state or country of incorporation, organization or formation is Kentucky

4. The name of the initial registered agent is: Fred Embry

5. The street address of the registered office address in Kentucky is

1501 McJohnson Avenue, Owensboro, Kentucky 42303


Fred Embry, Registered Agent

Date: December 1st, 2011