

0856786.06mstratton
LAOO**Alison Lundergan Grimes**
Kentucky Secretary of State

Received and Filed:

5/3/2013 11:10 AM

Fee Receipt: \$40.00

Articles of Organization
of
GF IRA, LLC,
A Kentucky Limited Liability Company

Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

- Article I: The name of the limited liability company is GF IRA, LLC.
- Article II: The street address of the limited liability company's initial registered office in Kentucky is 400 WEST MARKET ST SUITE 3200, LOUISVILLE, KY 40202 and the name of the initial registered agent at that office is FBT, LLC.
- Article III: The mailing address of the limited liability company's initial principal office is PO BOX 109, UNION, KY 41091.
- Article IV: The limited liability company is to be managed by a manager.
- Article V: The purposes of the limited liability company (the "Company") are, first, to buy, hold, trade, sell, and otherwise invest in interests in real estate or any other assets or other property in which an individual retirement account (IRA) may lawfully own or hold an interest and, second, to engage in any and all activities necessary or incidental thereto. The Company shall not engage in any prohibited transaction within the meaning of Internal Revenue Code (IRC) section 4975, nor shall the Company engage in any activity or make any investment that will generate unrelated business taxable income (UBTI) or unrelated debt-financed income (UDFI) within the meaning of IRC sections 512 *et seq.* The Company shall be operated so that no assets of the Company will constitute plan assets within the meaning of IRC section 4975 or of the Employee Retirement Income Security Act of 1974, as amended, and regulations thereunder. The Company shall make no investment nor engage in any other activity that would cause the Company's member not to qualify as an IRA under IRC section 408.

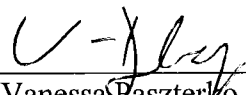
I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.


By: Joseph Stewart-Pirone

Organizer
Title

May 3, 2013
Date

I, FBT, LLC, consent to serve as the registered agent on behalf of the limited liability company.


By: Vanessa Paszterko Denlinger

Manager
~~Assistant Secretary~~
Title

May 3, 2013
Date