

**ARTICLES OF ORGANIZATION  
OF  
HOWARD LEGACY FARMS, LLC**

For the purposes of forming a limited liability company ("LLC") in Kentucky pursuant to KRS Chapter 275, the undersigned organizer hereby submits the following Articles of Organization to the Secretary of State for filing:

**ARTICLE I  
NAME**

The name of the LLC is HOWARD LEGACY FARMS, LLC.

**ARTICLE II  
PURPOSE**

The purpose for which the LLC is organized is to manage real and mineral properties. Additionally the LLC may transact any and all lawful business under the Act and exercise any and all powers that LLCs may now or hereafter exercise under the Act.

**ARTICLE III  
DURATION**

The duration of the LLC shall be perpetual.

**ARTICLE IV  
REGISTERED OFFICE; REGISTERED AGENT**

The address of the initial registered office of the LLC is 4012 State Route 54W, Reynolds Station, Kentucky 42368, and the name of the initial registered agent at such address is Marie R. Chandler.

**ARTICLE V  
PRINCIPAL OFFICE**

The mailing address of the principal office of the LLC is 4012 State Route 54W, Reynolds Station, Kentucky 42368.

**ARTICLE VI  
MANAGEMENT**

The LLC will be member-managed.

## ARTICLE VII INDEMNIFICATION OF MEMBERS

To the fullest extent permitted by, and in accordance with the provisions of, KRS Chapter 275, as the same exists or may hereafter be amended, the LLC shall indemnify each Member of the LLC against expenses (including attorney's fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by such Member in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such Member is, or is threatened to be made, a party because such Member is or was a Member of the LLC, or is or was serving at the request of the LLC as a Director, officer, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans. To the fullest extent authorized or permitted by, and in accordance with the provisions of, KRS Chapter 275, the LLC shall pay or reimburse expenses (including attorney's fees) incurred by a Member who is a party to a proceeding in advance of final disposition of such proceeding.

The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any bylaw, agreement, or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office of the LLC, shall continue as to a person who has ceased to be a Member or employee or agent of the LLC, and shall inure to the benefit of the heirs, executors, and administrators of such person.

The LLC may purchase and maintain insurance on behalf of an individual who is or was a Member, employee or agent of the LLC, or who, while a Member, employee or agent of the LLC, is or was serving at the request of the LLC as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such Member in that capacity or arising from her status as a Member, employee or agent, whether or not the LLC would have power to indemnify such Member against the same Liability under the provisions of this Article VII or KRS Chapter 275.

Any repeal or modification of this Article VII by the Members of the LLC shall not adversely affect any right or protection of a Member of the LLC under this Article VII with respect to any act or omission occurring prior to the time of such repeal or modification.

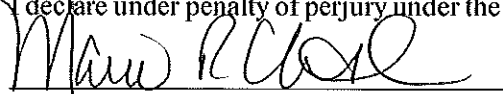
## ARTICLE VIII SEVERABILITY OF PROVISIONS

If any provision of these Articles of Organization or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of these Articles of Organization that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Organization are severable.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator and registered agent, this

22<sup>nd</sup> day of April, 20 14.

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

  
Marie R. Chandler, Organizer

I, Marie R. Chandler, consent to serve as the registered agent on behalf of the limited liability company.

  
Marie R. Chandler, Registered Agent

THIS INSTRUMENT PREPARED BY:

Wesley A. Gersh  
Gersh Law Offices, PSC  
1300 Clear Springs Trace, Suite 3  
Louisville, Kentucky 40223  
(502) 423-7023