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Alison Lundergan Grimes
Kentucky Secretary of State
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**ARTICLES OF ORGANIZATION
OF
R. ROYSTER KY, LLC**

The undersigned hereby forms and organizes a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company.

ARTICLE I

Name

The name of the limited liability company is R. Royster KY, LLC (hereinafter "Company").

ARTICLE II

Registered Office; Registered Agent

The street address of the initial registered office of the Company is 306 W. Main Street, Suite 512, Frankfort, KY 40601 and the name of the initial registered agent is CT Corporation System.

ARTICLE III

Principal Office

The mailing address of the initial principal office of the Company is 1950 North Park Place, Suite 400, Atlanta, Georgia 30339.

ARTICLE IV

Management

The management of the limited liability company is reserved to the members, to be exercised in accordance with the terms of the Company's operating agreement.

ARTICLE V

Period of Duration

The Company shall commence with the filing of these Articles of Organization with the Kentucky Secretary of State and shall continue until the Company is dissolved and its affairs wound up in accordance with the terms of the Company's operating agreement or the Kentucky Limited Liability Company Act.

ARTICLE VI

Purpose

The Company is organized for the purpose of engaging in any lawful activity.

ARTICLE VII

Indemnification

Each person who is or was a member, manager, officer, director, agent or employee of the Company (hereinafter "Indemnitees") shall be indemnified by the Company against those expenses (including on-going attorneys' fees, paralegal fees, law clerk fees and other legal costs and expenses), judgments, fines and amounts incurred or paid in settlement which are allowed to be paid or reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his or her being or having been a member, manager, officer, director, agent or employee of this Company. Such indemnification shall be made only in accordance with the laws of the State of Kentucky and subject to the conditions prescribed therein.

In any instance where the laws of the State of Kentucky only permit indemnification to be provided to Indemnitees upon a determination that certain specified standards of conduct have been met, upon application for indemnification by any such Indemnitee, the Company shall promptly cause the required determination to be made regarding whether the specified standards of conduct have been met by the applying Indemnitee.

As a condition to any such right of indemnification, the Company may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Company and at the expense of the Company.

The Company may purchase and maintain insurance on behalf of any such Indemnitees whether or not the Company would have the power or obligation to indemnify such Indemnitees against any liability under the laws of the State of Kentucky. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by members or by an insurance carrier, the Company shall provide notice of such payment to the members in accordance with the provisions of the laws of the State of Kentucky.

ARTICLE VIII

Voting

Except as otherwise set forth in a written operating agreement, each member of the Company shall have the right to vote on matters upon which members are entitled to vote pursuant to the laws of the State of Kentucky in proportion to that member's membership interest in the Company.

ARTICLE IX

Action Without Meeting

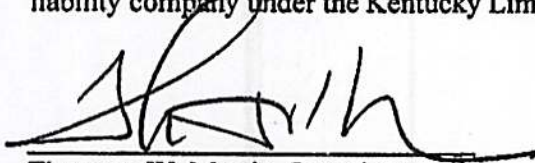
In lieu of holding a meeting, the members may vote or otherwise take action by written instrument indicating the consent of members holding fifty-one percent (51%) or more of the membership interest then held by members.

ARTICLE X

Dissenter's Rights

The members of the Company shall not have a right to dissent pursuant to any provisions of the Kentucky Limited Liability Company Act.

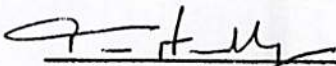
IN TESTIMONY WHEREOF, these Articles of Organization have been duly executed by the undersigned on the 28 day of November, 2012 for the purpose of forming a limited liability company under the Kentucky Limited Liability Company Act.



Thornton W. Morris, Organizer

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS Chapter 275, the undersigned as the initial registered agent identified in Article II of the Articles of Organization of R. Royster KY, LLC hereby consents to serve the Company in that capacity until such appointment is terminated or initial registered agent resigns in accordance with the Kentucky Limited Liability Company Act.



CT Corporation System, Registered Agent

Terence Hardley Asst. Secretary

11/28/12

Date