Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of St

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Alison Lundergan Grimes
Secretary of State
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Alison Lundergan Grimes
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
http://www.sos.ky.gov

Articles of Organization
Limited Liability Company

KLC

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

Article I: The name of the company is

Boone Creek Energy, L.L.C.

Article II: The street address of the company's initial registered office in Kentucky is

2400 Harrodsburg Road, Lexington, KY 40503

and the name of the initial registered agent at that address is **Steven P. Wright**

Article III: The mailing address of the company's initial principal office is

2104 Ladera Lane, Lexington, KY 40514

Article IV: The limited liability company is to be managed by **Members**

Executed by the Organizer on Friday, February 24, 2012

Name of Organizer: **Steven Phillip Wright**
Signature of individual signing on behalf of Organizer: **Steven Phillip Wright**

I, **Steven P. Wright**, consent to serve as the Registered Agent on behalf of the limited liability company.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Steven P. Wright