

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

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Alison Lundergan Grimes  
Secretary of State  
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**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

**Poplar Plains GP, LLC**

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

**50 E Rivercenter Blvd Ste 1150, Covington, KY 41011**

and the name of the initial registered agent at that address is **Dinsmore & Shohl LLP**

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

**2828 Easthills Dr, Lexington, KY 40517**

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

Executed by the Organizer on Friday, May 20, 2016

Name of Organizer: **Mark A Davis**

Signature of individual signing on behalf of Organizer:  
**Mark A Davis**

I, **Dinsmore & Shohl LLP**, 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:

Lewis Diaz