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COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE
ANNUAL REPORT
DUE JUNE 30, 2007



0059394

ORGANIZATION ID #
0059394

STATE OR COUNTRY
OF INCORPORATION

DE

ORGANIZATION
DATE

12/23/1946

FILING
FEE

\$8.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

BURLEY MARKETING ASSOCIATION, INC.
620 SOUTH BROADWAY
SUITE 201
LEXINGTON, KY 405083126

RECEIVED
FEB 14 2007
SECRETARY OF STATE
COMMONWEALTH OF KY

(3) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(2) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form. Complete (4) to request a form to be mailed or download form from web site.

DONNA C GRAVES
620 S. BROADWAY, ST. 201
LEXINGTON, KY 405083126

(4) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

[Empty box for statement of change of agent or office]

(5) PRINCIPAL OFFICERS If (5) is blank, type or print the names and business addresses of the current principal officers. If sole officer, please note. The annual report will be returned if business addresses are not listed. If the corporation has previously filed an annual report, verify the names and titles of officers listed below. Please note any additions to or changes in the principal officers and give the business address for each person listed.

| | | |
|-----------|------------------|---------|
| Treasurer | Allen Prewitt | Address |
| Secretary | Robert B Brannen | Address |
| President | Thomas Bundy | Address |
| | | Address |
| | | Address |

(6) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors (KRS 271B.8-010(3)). Nonprofit corporations must list three (3) or more directors (KRS 273.211). The annual report will be returned if business addresses are not listed.

| | | |
|------|---------------------|---------|
| Name | Eugene Rose | Address |
| Name | Scott Robertson | Address |
| Name | David L Holley, Jr. | Address |
| Name | | Address |

(7) Check here if you are a cooperative corporation or association organized under KRS 272.

Check here if you are a rural electric or rural telephone cooperative corporation organized under KRS 279.

I VERIFY THAT THE INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Donna C Graves Donna C Graves Exec. Dir. 4/28/07
Signature of Officer or Chairman of the Board Type or Print Name Title Date

ANNUAL REPORT AND FILING FEE

Submit for filing the completed annual report form and correct filing fee as indicated above. Make check payable to the "Kentucky State Treasurer". Please do not send cash.

MAILING ADDRESS

Trey Grayson
Secretary of State
P O Box 1150
Frankfort, KY 40602-1150

OFFICE LOCATION

Secretary of State
State Capitol, Room 154
700 Capital Avenue
Frankfort, KY 40601
(502)-564-2848

NOTE: P O Box 1150 is for
annual report filings only.