

ARTICLES OF ORGANIZATION

OF

BLUEGRASS FIBER ARTS, LLC

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned form and organize a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopt the following Articles of Organization of such limited liability company:

ARTICLE I.

The name of the limited liability company is: BLUEGRASS FIBER ARTS, LLC.

ARTICLE II.

The name and address of the registered agent is:

Jo H. McCracken  
1049 Alpine Court  
Independence, Kentucky 41051

ARTICLE III.

The mailing address of the initial principal place of business of the limited liability company is:

1049 Alpine Court  
Independence, Kentucky 41051

ARTICLE IV.

The limited liability company has one (1) member.

ARTICLE V.

The number of shares that the corporation is authorized to issue is 1,000.

#### ARTICLE VI.

The management of the limited liability company is reserved to the member, to be exercised in accordance with the operating agreement of the limited liability company.

#### ARTICLE VII.

The duration of the limited liability company shall be perpetual, save and until its dissolution in accord with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

#### ARTICLE VIII.

Except as otherwise provided by Kentucky Law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the limited liability company.

#### ARTICLE IX.

The limited liability company has been formed for the sale and distribution of apparel, gifts, jewelry and accessories.

Dated this 3rd day of January, 2013.

MEMBER

/s/ Jo H. McCracken  
JO H. McCRACKEN

**Consent of Initial Agent for Service of Process to Serve.**

I, Jo H. McCracken, having a principal place of business at 1049 Alpine Court, Independence, Kentucky 41051, hereby agree and consent to service as registered office and agent for service of process of Bluegrass Fiber Arts, LLC.

/s/ Jo H. McCracken  
JO H. McCRACKEN

DATE January 3, 2013.

Trey Grayson  
Office of the Secretary of State  
P. O. Box 718  
Frankfort, Kentucky 40602-0718