Fee Receipt: \$40.00

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Alison Lundergan Grimes Kentucky Secretary of State Received and Filed: 6/2/2014 9:54 AM

ARTICLES OF ORGANIZATION OF HUMPHREY & TUCKER, PLLC

The undersigned executes these Articles of Organization for the purpose of forming and does hereby form a professional limited liability company under the laws of the Commonwealth of Kentucky in accordance with the following provisions.

ARTICLE 1 - Name

The name of the professional limited liability company is HUMPHREY & TUCKER, PLLC.

ARTICLE II – Effective Date

The effective time and date of Humphrey & Tucker, PLLC shall be the beginning of business, June 2, 2014.

ARTICLE III – Initial Principal Office

The mailing address of the initial principal office of the professional limited liability company in the Commonwealth of Kentucky is 100 South Main Street, Nicholasville, Kentucky 40356.

ARTICLE IV - Initial Registered Office and Registered Agent

The street address of the professional limited liability company in the Commonwealth of Kentucky is 100 South Main Street, Nicholasville, Kentucky 40356. The initial registered agent at that address is Joshua S. Tucker.

ARTICLE V - Purpose

The practice of law in the most awesome manner possible and all associated activities shall be the professional service provided by the professional limited liability company.

ARTICLE VI – Management

The affairs of the professional limited liability company are to be managed by the members subject to the provisions of its operating agreement.

ARTICLE VII – Members / Organizers

The professional limited liability company has two organizers, both of whom are members, and the name and address of each member/organizer is recorded below:

Janet Lou Humphrey 100 South Main Street Nicholasville, KY 40356

Joshua S. Tucker 100 South Main Street Nicholasville, KY 40356

ARTICLE VIII – Period of Duration

This professional limited liability company shall have perpetual existence unless dissolved by the terms of the Operating Agreement or by law.

ARTICLE IX – Operating Agreement

The affairs of the professional limited liability company and the members' interests in the professional limited liability company shall be governed by an Operating Agreement.

ARTICLE X – Indemnification

The professional limited liability company shall, to the fullest extent permitted by law, indemnify each member and officer of the professional limited liability company against expenses (including attorney fees), judgments, taxes, fines, and amounts paid in settlement incurred by his or her connection with, and shall advance expenses (including attorney fees) incurred by him or her in defending any threatened, pending, or completed action, suit, or proceeding (including civil, criminal, administrative, or investigative) to which he or she is, or is threatened to be made, a party by reason of the fact that he or she was a member or officer of the professional limited liability

company, or is or was serving at the request of the professional limited liability company as a member, officer, partner, employee, or agent of another domestic or foreign limited liability company, corporation, partnership, joint venture, trust, or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the members may reasonably require, by or on behalf of the person seeking indemnification to repay amounts advanced if it shall ultimately be determined that he is not entitled to be indemnified by the professional limited liability as authorized herein. The indemnification provided for by this Article shall not be deemed exclusive of any other rights to which members or officers of the professional limited liability company may be entitled.

EXECUTED AND ACKNOWLEDGED by the undersigned acting as Organizers this

| 2 day of June. 2014. | |
|----------------------|--|
| Sulling | |
| Janet Lou Humphrey | |
| Josh S. Trac | |
| Joshua S. Tucker | |

COMMONWEALTH OF KENTUCKY)
(SS)
(SOUNTY OF JESSAMINE)

Subscribed, sworn to, and acknowledged before me this <u>2nd</u> day of June, 2014 by Janet Lou Humphrey.

My commission expires: Jan. 17, 2014

Notary Public-State-at-Large

| COMMONWEALTH OF KENTUCKY |) |
|---|--|
| COUNTY OF JESSAMINE |)ss) |
| Subscribed, sworn to, and acknowle S. Tucker. | edged before me this 2 day of June, 2014 by Joshua |
| My commission expires: $\int \Omega \Omega$. | 17,2016 |
| Notary Publi | C-State at-Large |