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LAOO**Alison Lundergan Grimes**
Kentucky Secretary of State
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ARTICLES OF ORGANIZATION
OF
GRIFFIN JAMES & CO., LLC

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as organizer of a limited liability company (LLC) under the laws of the Commonwealth of Kentucky, adopts the following Articles of Organization for such company.

ARTICLE I

The name of the limited liability company is GRIFFIN JAMES AND CO., LLC, by which name it may contract with, sue and be sued, adopt a corporate seal, and do all things necessary to the conduct of its business in the furtherance of its purpose.

ARTICLE II

The duration of the limited liability company's existence is perpetual.

ARTICLE III

The name and address of the organizer is P. Brian Couch, 735 Meyers-Baker Road, Suite #2, London, Kentucky 40741.

ARTICLE IV

The address of the initial registered office of the limited liability company is 735 Meyers-Baker Road, Suite #2, London, Kentucky 40741. The initial registered agent for service of process is: P. Brian Couch, 735 Meyers-Baker Road, Suite #2, London, Kentucky 40741.

ARTICLE V

The principal address of the company where its executive officers are located is as follows: 735 Meyers-Baker Road, Suite #2, London, Kentucky 40741.

ARTICLE VI

The purpose for which the limited liability company is organized is to engage in the business of selling/providing services and any other activities not contrary to law within the desire or discretion of company management including expanding, investing, or other business which the company may deem convenient for the accomplishment of the purpose of this company or which may render profitable any of said company's property or rights.

ARTICLE VII

This limited liability company is to be managed by a manager. The manager is P. Brian Couch, 735 Meyers-Baker Road, Suite #2, London, Kentucky 40741.

ARTICLE VIII

The aggregate percentage of ownership in the company is 100%. Voting rights shall be consistent with ownership interest in the company. The ownership interest in the company shall be divided as follows:

50% ----- P. Brian Couch

50% ----- Cynthia B. Couch

ARTICLE IX

The company shall commence business upon the election of its first Board of Directors by the shareholders and upon the issuance of the Certification of Organization after these Articles of Organization are filed in the office of the Secretary of State in Frankfort, Kentucky, and in the County Court Clerk's Office of Laurel County, London, Kentucky.

ARTICLE X

The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who will serve as Directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are P.

Brian Couch of 735 Meyers-Baker Road, Suite #2, London, Kentucky 40741, and

Cynthia B. Couch of 735 Meyers-Baker Road, Suite #2, London, Kentucky 40741.

Directors need not be shareholders.

ARTICLE XI

At the first meeting of the organizer and shareholders, there shall be elected from the Board of Directors a president and secretary-treasurer. The president shall be the chief executive officer and shall be the Chairman of the Board of Directors and shall preside at all meetings of the company, conduct the business affairs of the company. The secretary-treasurer shall fix the company seal to all company documents, keep a record of the proceedings of the Board of Directors, and keep safely and systematically all books, records, papers and documents belonging to the company or in any way pertinent thereto. The Board of Directors may provide for the appointment of additional officers and agents. After the first meeting and the election of officers of this company, there shall be held thereafter an election of the officers at the annual meeting of the stockholders which shall be held on the 31st of each December of each year at the home office of said company. At the first meeting, by-laws shall be adopted and said by-laws shall govern the conduct of the company unless same are inconsistent with these Articles or applicable law.

ARTICLE XII

The Board of Directors shall have the power to make, alter, amend or rescind any of the By-laws and/or Operating Agreement of this company by a vote of the majority of its members.

ARTICLE XIII

Any person who was or is a party or is threatened to be made a party to threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or on the right of the company) by reason of the fact that he/she is or was a director or officer of the company, or is or was serving at the request of the company as a director or officer, of another company, partnership, joint venture, trust or other enterprise, shall be indemnified by this company against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably believed to be in or not opposed to the best interests of the company and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not by itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the company, and with the respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the company to procure a judgment in its favor by reason of the fact that he/she is or was a director,

officer, of another company, partnership, joint venture, trust or enterprise shall be indemnified by this company against expenses (including attorney fees) actually or reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the company and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the company unless and only to the extent that the court in which such an action or suit was brought shall determine upon application that, despite the adjudication of liability but in the view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

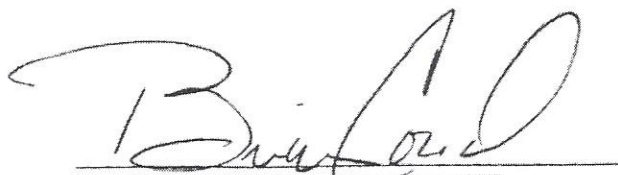
The indemnification provided for in the above paragraphs of this Article may be made only upon specific authority of the Board of Directors or Shareholders as provided in the KRS Chapters 14A and 275 along with any other applicable state law.

ARTICLE XIV

The private property of the stockholders shall not be subject to the payment of debts or the satisfaction of liabilities of this company.

EXECUTED AND ACKNOWLEDGED by the undersigned this the 20th day of

July, 2016.


P. BRIAN COUCH, ORGANIZER


**COMMONWEALTH OF KENTUCKY
COUNTY OF LESLIE**

I, Shirley Couch, Notary Public in and for the state of Kentucky at
Large, do certify that the foregoing Articles of Organization were produced to me and
duly signed before me by the organizer, P. Brian Couch, to be his free act and
voluntary deed, this 20th day of July, 2016.

Shirley Couch
Notary Public, State at Large

My Commission Expires: 9/16/2019.

THIS DOCUMENT WAS PREPARED BY:



JOHNATHAN FUGATE, ESQ.
LAW OFFICES OF P. BRIAN COUCH, PSC
POST OFFICE BOX 648
HYDEN, KENTUCKY 41749
PHONE: 606-672-7300
FAX: 606-672-7301