

ARTICLES OF INCORPORATION

Pursuant to Kentucky State Law, the undersigned individual submits these Articles of Incorporation for the purpose of forming a corporation.

1. The name of the Corporation is Button Bay, LLC.
2. The complete street address and county of the Corporation's initial registered office,
AND the complete street address and county of the Corporation's principle office,
AND the complete street address and county of the Incorporator is
1589 Wellesley Drive, Lexington, KY 40513, Fayette County
3. The person named in this article (3), is at least 18 years of age, a director of the corporation, and is located at the address found in number 2. above. This person is the initial registered agent, AND the incorporator of the corporation, her name being Kimberly Leonardis.
4. The corporation is authorized to issue one thousand (1000) shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the Bylaws. Preemptive rights to acquire additional shares are neither limited or denied. No shares have been issued. The total number of shares proposed to be initially issued is 100, and the total consideration to be received for those shares is (\$100) one-hundred dollars.
5. The Corporation is organized for profit, with perpetual duration, beginning when these articles are filed. The corporation may engage in the transaction of any lawful business permitted by State Law with the primary purpose of the corporation being retail sales.
6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.
7. The names and addresses of the Board of Directors, consisting of (2) two individuals is

Kimberly G. Leonardis	1589 Wellesley Drive, Lexington, KY 40513
Alfonse Leonardis, Jr.	1589 Wellesley Drive, Lexington, KY 40513

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true.

6/23/14 *Kimberly Leonardis*
Date Signature of Incorporator

Kimberly Leonardis
Name of Incorporator