

**ARTICLES OF ORGANIZATION  
OF  
GLOBAL MATCH PASSPORT, LLC**

I, the undersigned person, do hereby adopt the following Articles of Organization for the purpose of forming a Kentucky Limited Liability Company.

**Article I NAME**

The name of the Limited Liability Company is to be Global Match Passport, LLC.

**Article II BUSINESS PURPOSE**

The purpose of the Limited Liability Company is to engage in any lawful activity for which a Limited Liability Company may be organized in this state.

**Article III REGISTERED AGENT**

The Company shall continuously maintain an agent in the State of Kentucky for service of process who is an individual residing in said State. The name and address of the initial registered agent shall be Wendy Newberry Smith, 10117 Spring Gate Dr., Louisville, Kentucky 40241.

**Article IV MEMBERS**

The names and street addresses of Members who shall constitute the initial Members of the Company are as follows:

Wendy N. Smith  
10117 Spring Gate Dr.  
Louisville, KY 40241

**Article V MANAGEMENT**

The Company shall be Member managed.

**V.1** The governing body of this corporation shall be known as directors, and the number of directors of the corporation may be increased or decreased in the manner provided in the Bylaws of the corporation; provided, that the number of directors shall never be less than one. In the interim between elections of directors by stockholders entitled to vote, all vacancies, including vacancies caused by an increase in the number of directors and including vacancies resulting from the removal of directors by the stockholders entitled to vote which are not filled by said stockholders, may be filled by the remaining directors, though less than a quorum.

**V.2** The personal liability of the directors of the Company is hereby eliminated to the fullest extent permitted by law of the State of Kentucky, as the same may be amended and supplemented.

**V.3** The Company shall, to the fullest extent permitted by the law of the State of Kentucky, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all expenses, liabilities, or other matters referred to in or covered by said section.

## **Article VI RECORDS**

The Company shall keep at its designated office a statement that the Company's registered office shall be its designated office, which records include, but are not limited to the following:

**VI.1** A copy of the stamped Articles of Organization and all certificates of amendment thereto.

**VI.2** Copies of all tax returns and financial statements of the Company for the past 3 years as well as a copy of the operating agreement.

## **Article VII CONTRIBUTIONS**

No Member shall be obligated to make any contribution to the Company except those specifically set forth in the Operating Agreement adopted by the Members of the Company.

## **Article VIII DURATION**

The duration of the Company shall be perpetual.

## **Article VIII DISSOLUTION**

This Company shall be dissolved with the written consent of all its Members.

## **Article IX ANNUAL REPORT**

The Company shall file all annual reports required by Kentucky Revised Statutes (KRS) Chapter 14A and KRS Chapter 275 during the month of its anniversary date of formation as required by KRS Chapter 14A.

## **Article X AMENDMENTS**

The Articles of Organization shall be amended from time to time as required under authorization of KRS Chapters 14A and 275.

### **Article XI ARBITRATION**

Any controversy or claim arising out of or relating to these Articles, or the breach thereof shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof. The decision of the arbitrator(s) shall be final and binding upon the parties, subject to rights pursuant to the Kentucky Arbitration Act as set out in KRS 417.045-417.240

### **Article XII BYLAWS**

The Bylaws of this Company may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors.

### **Article XII SAVINGS CLAUSE**

If any provision of these Articles is declared by a court of competent jurisdiction to be invalid, unenforceable or contrary to applicable law, the remainder of these Articles shall be enforceable in accordance with its terms.

### **Article XIII SIGNATURES**

Signed under penalty of perjury and dated this 15 day of November, 2013.

Wendy Newberry Smith

Wendy N. Smith