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**Michael G. Adams**  
**Kentucky Secretary of State**  
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**AMENDMENT AND RESTATEMENT OF ARTICLES OF ORGANIZATION**

**of**  
**FAIRHAVEN THRIFT STORES LLC**  
**Non-Profit Limited Liability Company**

Pursuant to KRS 275.030 and KRS 275.035, the undersigned, being the sole Member of Fairhaven Thrift Stores LLC, desiring to amend and restate the Articles of Organization filed with the office of the Secretary of State of the Commonwealth of Kentucky, does hereby state the following:

**FIRST:** The name of the limited liability company is **FAIRHAVEN THRIFT STORES LLC**

**SECOND:** The Articles of Organization were filed on May 1, 2023.

**THIRD:** The Articles of Organization are hereby amended and restated in their entirety to read as follows:

**Article I:** The name of the company is:

**FAIRHAVEN THRIFT STORES LLC**

**Article II:** The street address of the company's initial registered office in Kentucky is:

**260 W. Pike Street, Covington, KY 41011**

and the name of the initial registered agent at that address is **Alan Johnson**.

**Article III:** The mailing address of the company's initial principal office is:

**3921 Winston Avenue, Covington, KY 41015**

**Article IV:** The limited liability company is to be managed by its **Members**.

**Article V:** The purpose of the company is: to engage in lawful charitable activities, including but not limited to operating one or more thrift stores to raise revenue for Fairhaven Rescue Mission, Incorporated.

**Article VI:** Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**FOURTH:** The foregoing amendments, which amendments required the approval of the sole Member of the limited liability company, were approved by the sole Member of the limited liability company in accordance with the provisions of the articles of organization, the operating agreement of the limited liability company, and the Kentucky Revised Statutes on the date provided hereafter.

This filing is Effective on Wednesday, April 17, 2024.

**IN WITNESS WHEREOF**, the undersigned has executed this Amendment and Restatement of Articles of Organization on this 17<sup>th</sup> day of April, 2024.

Fairhaven Rescue Mission, Incorporated  
Sole Member

/s/ Alan Johnson  
By: Alan Johnson  
Its: Executive Director

#### **CONSENT OF REGISTERED AGENT**

I, Alan Johnson, consent to serve as the Registered Agent on behalf of the limited liability company.

/s/ Alan Johnson  
Alan Johnson

On Wednesday, April 17, 2024.

This instrument prepared by:

/s/ Bryce C. Rhoades  
Bryce C. Rhoades  
O'Hara, Taylor, Sloan, Cassidy, Beck, PLLC  
25 Town Center Blvd., Suite 201  
Crestview Hills, KY 41017