

Commonwealth of Kentucky  
Trey Grayson, Secretary of State

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Trey Grayson  
Secretary of State  
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Trey Grayson  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

Articles of Organization  
Limited Liability Company

KLC

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer hereby submits the following Articles of Organization to the office of the Secretary of State for filing:

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

**Spare Change Enterprises, LLC**

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

**908 State Street, Bowling Green, KY 42101**

and the name of the initial registered agent at that address is **Darell R. Pierce**

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

**330 East 10th Street, Bowling Green, KY 42101**

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

Executed by the Organizer on Wednesday, March 25, 2009

Signature of Organizer: **Steve Hudson**

I, **Darell R. Pierce**, consent to serve as the registered agent on behalf of the limited liability company.

Signature of registered agent or individual signing on behalf of the company serving as registered agent:

**Darell R. Pierce**