

**Commonwealth of Kentucky
Trey Grayson, Secretary of State**

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Trey Grayson
Secretary of State
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Secretary of State
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**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

Smart Pay, LLC

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

892 Hill Road, Paris, KY 40361

and the name of the initial registered agent at that address is **Marnie Schlansky**

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

892 Hill Road, Paris, KY 40361

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

Executed by the Organizer on Thursday, April 23, 2009

Signature of Organizer: **Rick Foxworthy**

I, **Marnie Schlansky**, 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:

Marnie Schlansky