

ARTICLES OF ORGANIZATION
OF
ONE.23 BRANDS IP HOLDINGS, LLC

The undersigned organizer, desiring to form a limited liability company under the Kentucky Limited Liability Company Act, hereby states the following:

1. **NAME.** The name of the limited liability company is One.23 Brands IP Holdings, LLC.

2. **REGISTERED AGENT.** The name and address of the registered agent are:

1400, LLC
300 W. Vine Street, Suite 1100
Lexington, Kentucky 40507

3. **PRINCIPAL OFFICE.** The address of the initial principal office of the limited liability company is:

1056 Wellington Way, Suite 190
Lexington, Kentucky 40513

4. **MANAGEMENT.** The limited liability company is to be managed by its member.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization this 2nd day of September, 2014.



W. LOGAN WILSON, Organizer


CONSENT OF REGISTERED AGENT

The undersigned, having been named in these Articles of Organization as the registered agent of the limited liability company hereby consents to serve in that capacity.

1400, LLC


JOE D. TURNER, III, Manager

This Instrument was prepared by:



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