

Articles of Organization
of
TDS Ky Five, LLC

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Michael G. Adams
Kentucky Secretary of State
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The undersigned person, serving as the organizer, pursuant to KRS 275, hereby executes and files the following Articles of Organization under the Kentucky Limited Liability Company Act.

Article 1. Name

The name of the limited liability company shall be TDS Ky Five, LLC (the "Company").

Article 2. Initial Registered Office and Initial Registered Agent

The initial registered office of the Company shall be located at 15116 Meadow Farms Court, Louisville, KY 40245, and the initial registered agent at such office shall be Bradley R. Harmon, DDS.

Article 3. Initial Principal Office

The mailing address of the initial principal office of the Company shall be located at P.O. Box 1074, New Albany, IN 47151.

Article 4. Statement of Management

The Company shall be managed by a manager or managers.

Article 5. Restrictions

The members may enter into an operating agreement, buy-sell agreement, or other agreement limiting the rights of members to assign, pledge, or transfer all or a portion of their interests in the Company.

Article 6. Classes of Members

There shall be two classes of members in the Company: Class A and Class B. Class A members and Class B members shall have certain relative rights, powers, or duties, including voting rights, as expressed in the operating agreement.

The members may enter into an operating agreement providing for the future creation, in the manner provided in the operating agreement, of additional classes or groups of members having certain relative rights, powers, or duties, including voting rights, expressed either in the operating agreement or at the time the classes or groups are created, including rights, powers, or duties senior, or junior, to those of at least one existing class or group of members.

Article 7. Classes of Manager

There shall be two classes of manager in the Company: Administrative Manager and Dental Manager. The Administrative Manager and the Dental Manager shall have certain relative rights, powers, or duties, including voting/management rights, and exclusive areas of authority as expressed in the operating agreement.

The Dental Manager shall have exclusive control over: employment and supervision of persons employed to work on patients' teeth, such as dentists, hygienists, dental assistants, and technicians; and all areas of dental practice such as courses of treatment, patient referrals, patient records; and clinical content of advertising. The Dental Manager shall comply with, and ensure the Company's compliance with, all applicable laws, rules, and ordinances, and all standards of dental care. The Dental Manager shall ensure that each person providing dental services to patients is appropriately licensed by the state in which the particular dental office is located. The Dental Manager shall have exclusive responsibility for compliance with all requirements of any regulating board, and the Dental Manager shall have complete control over all matters necessary for satisfaction of the same.

The members may enter into an operating agreement providing for the future creation, in the manner provided in the operating agreement, of additional classes or groups of managers having certain relative rights, powers, or duties, including voting/management rights, expressed either in the operating agreement or at the time the classes or groups are created, including rights, powers, or duties senior, or junior, to those of at least one existing class or group of managers.

The undersigned hereby certifies that the foregoing constitutes the Articles of Organization of TDS Ky Five, LLC.

Thursday, February 20, 2020.

____/s/ *G.S. Condra* _____

Gregory S. Condra, Esq., Organizer

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS 275, the undersigned as the initial registered agent identified in Article 2 of the Articles of Organization of TDS Ky Five, LLC (the "Company"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Limited Liability Company Act.

____/s/ *G.S. Condra for B.R. Harmon, DDS* _____

Gregory S. Condra, Esq. as agent under power of attorney for Bradley R. Harmon, DDS

This instrument prepared by:

____/s/ *G.S. Condra* _____

Gregory S. Condra, Esq.
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