

**ARTICLES OF ORGANIZATION
OF
PROPER CAPITAL INVESTMENTS, LLC.**

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Michael G. Adams
Kentucky Secretary of State
Received and Filed:
9/5/2023 1:11 PM
Fee Receipt: \$40.00

The undersigned, Steven Russell "Russ" Judy hereby executes these Articles of Organization for the purpose of forming, and by the execution of these Articles, do hereby form a limited liability company pursuant to the Kentucky Limited Liability Company Act and in accordance with the following provisions:

ARTICLE I

The name of the limited liability company is Proper Capital Investments, LLC.

ARTICLE II

The name and mailing address of the registered agent is Steven Russell "Russ" Judy, 1902 Seven Pines Drive, Lexington, Kentucky 40504.

ARTICLE III

The physical and mailing address of the initial principal office of the limited liability company in the Commonwealth of Kentucky is 1902 Seven Pines Drive, Lexington, Kentucky 40504.

ARTICLE IV

The limited liability company has one (1) member.

ARTICLE V

The management of the limited liability company is reserved to the member, to be exercised in accordance with the operating agreement of the limited liability company.

ARTICLE VI

The duration of the limited liability company shall be perpetual, save and until its dissolution in accord with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

ARTICLE VII

Except as otherwise provided by Kentucky Law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the limited liability company.

IN TESTIMONY WHEREOF, witness the signature of the organizer, this
the 5th day of September, 2023.

Steven Russell "Russ" Judy
Steven Russell "Russ" Judy

STATE OF KENTUCKY COUNTY OF HARRISON

The foregoing Articles of Organization was subscribed, sworn to and acknowledged before me by Steven Russell "Russ" Judy, this the 5th day of September, 2023.

My commission expires:

9-21-2026

Amy Smith Turner
Notary Public
KNP59041
Notary ID #

**CONSENT OF INITIAL AGENT
FOR SERVICE OF PROCESS TO SERVE**

I, Steven Russell "Russ" Judy, having a principal place of business at 1902 Seven Pines Drive, Lexington, Kentucky 40504, hereby agree and consent to serve as registered office and agent for service of process of Proper Capital Investments, LLC.

Steven Russell Russ Judy
Steven Russell "Russ" Judy

**STATE OF KENTUCKY
COUNTY OF HARRISON**

The foregoing Consent of Initial Registered Agent for Service of Process to Serve was subscribed, sworn to and acknowledged before me by Steven Russell "Russ" Judy, this the 5th day of September, 2023.

My commission expires:

9-21-2026

Corey Smith Turner
Notary Public
KYNP59041
Notary ID #

This instrument was prepared by:

Kelli G. Mulberry
Kelli G. Mulberry
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