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Alison Lundergan Grimes
Kentucky Secretary of State
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COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings Business Filings PO Box 718 Frankfort, KY 40602 (502) 564-3490 www.sos.ky.gov	Articles of Organization Limited Liability Company KLC
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Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the limited liability company is

Spruce Pine Holdings, LLC

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

<u>3228 Summit Square Place, Suite 180</u>	<u>Lexington</u>	<u>Kentucky</u>	<u>40509</u>
Street Address Only (No Post Office Box Numbers)	City	State	Zip Code

and the name of the initial registered agent at that office is Elbert Foley

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

<u>3228 Summit Square Place, Suite 180</u>	<u>Lexington</u>	<u>Kentucky</u>	<u>40509</u>
Street Address or Post Office Box Number	City	State	Zip Code

Article IV: The limited liability company is to be managed by (must check one):

A. a manager(s).

B. its member(s).

Article V: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is _____
(Delayed effective date and/or time)

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

	<u>John M. Potter, CEO</u>	<u>7/28/14</u>
	<u>John M. Potter, CEO</u>	
<u>Elbert Foley</u>	consent to serve as the registered agent on behalf of the limited liability company.	
	<u>Elbert Foley</u>	<u>7/28/14</u>