

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE



ARTICLES OF ORGANIZATION
Limited Liability Company

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer(s) hereby submit(s) the following Articles of Organization to the Secretary of State for filing:

Article 1. The name of the limited liability company is KC Capital Management Holdings LLC.

Article 2. The principal place of business of the company is 212 Bluffwood Drive Danville, Kentucky 40422

Article 3. The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Kentucky, and to have all powers that are afforded limited liability companies under the laws of the State of Kentucky.

Article 4. The duration of this limited liability company shall be perpetual.

Article 5. The number of members of this limited liability company is 2.

Article 6. The names and addresses of the members of this limited liability company are as follows:

<i>Name</i>	<i>Address</i>
Avery Beau Wolinsky	212 Bluffwood Drive Danville, Kentucky 40422
Kenneth Donald Dutch	2068 Norborne Dr, Lexington, Kentucky 40502

Article 7. The registered agent of this limited liability company is Avery Beau Wolinsky. By his or her signature at the end of this document, this person acknowledges acceptance of the responsibilities as registered agent of this limited liability company.

Article 8. The address of the office of the registered agent of this limited liability company is 212 Bluffwood Drive, City of Danville, in the County of Boyle, State of Kentucky.

I certify that all of the facts stated in these Articles of Organization are true and correct and are made for the purpose of forming a business limited liability company under the laws of the State of Kentucky.

Dated: Noyember 1, 2011

Kenneth Donald Dutch
Signature of Organizer

Kenneth Donald Dutch
Printed Name of Organizer

Before me, on November 1, 2011, personally appeared Kenneth Donald Dutch, named as the organizer, who is known to me to be the person who subscribed her name to this document, and acknowledged that she did so for the purposes stated.

Trille L Bottom
Signature of Notary Public

Trille L Bottom
Printed Name of Notary Public

Notary Public, In and for the County of Boyle
State of Kentucky

My commission expires: 9/25/2012

Notary Seal

I acknowledge my appointment as registered agent of this limited liability company and accept the appointment.

Dated: November 1, 2011

Avery Beau Wolinsky
Signature of Registered Agent

Avery Beau Wolinsky
Printed Name of Registered Agent

Before me, on November 1, 2011, personally appeared Avery Beau Wolinsky, named as the organizer, who is known to me to be the person who subscribed her name to this document, and acknowledged that she did so for the purposes stated.

Trille L Bottom
Signature of Notary Public

Trille L. Bottom
Printed Name of Notary Public

Notary Public, In and for the County of Boyle
State of Kentucky

My commission expires: 9/25/2012

Notary Seal

Article 9. The total amount of initial capitalization of this limited liability company is \$9200.

Article 10. The company will be managed by the following members only:

<i>Name</i>	<i>Address</i>
Avery Beau Wolinsky	212 Bluffwood Drive Danville, Kentucky 40422
Kenneth Donald Dutch	2068 Norborne Dr, Lexington, Kentucky 40502

Article 11. The company reserves the right to continue without dissolution, under the terms as set forth in the company Operating Agreement, upon any act that might otherwise cause the dissolution of the company or the dissociation of a member under the laws of the State of Kentucky.

Article 12. The Standard Industrial Code for the company is 6221.

Article 13. The Federal Employer Identification Number of the company is (TO BE DETERMINED).

Article 14. The initial equity percentage for each member shall be assigned pro-rata according to the amount invested by each to capitalize the company. In the event that an existing or new member invests additional capital into the company, all equity percentages will be recalculated according to the mark-to-market at end of day for all existing capital together with the new amount of capital. In the event that a member elects to receive a disbursement, that disbursement will be taken from the end-of day equity ownership for that member and all equity percentages will be recalculated according to the end-of day equity ownership of all members. No other equity percentage changes can occur without specific amendment/revision of this document.

Article 15. The company reserves the right to admit new members upon specific revision/re-ratification of this document by the organizer and registered agent, and notarized letter of agreement from that new member. The company reserves the right to unilaterally take out of membership any member with a zero equity ownership, without revision of this document, by notarized letter of expulsion signed by the organizer and registered agent, and this action is effective immediately. The company may replace a member upon specific revision/re-ratification of this document by the original organizer and registered agent, notarized letter of request from the replaced member, and notarized letter of agreement from the replacing member. Other than these three specific membership change actions, any other amendment/revision to this document requires notarized signature by all current members.