

ARTICLES OF ORGANIZATION
OF
k space, PLLC

The undersigned organizer, being a natural person over the age of 18 years, residing in the Commonwealth of Kentucky, hereby forms a Kentucky professional limited liability company (the "PLLC") under the Kentucky Limited Liability Company Act (the "Act"), KRS Chapter 275, *et seq.*, as follows:

ARTICLE I:

Name

The name of the LLC is: **k space, PLLC**

ARTICLE II:

Purposes

The purposes for which the PLLC is formed are:

1. The practice of medicine, surgery or any other lawful purpose.
2. To do anything necessary and proper for the accomplishment of the purposes or exercise of the powers of the PLLC necessary or incidental to the protection and benefit of the PLLC, and in general, either along or in association with other limited liability companies, corporations, associations, firms, agencies, governmental bodies, other legal entities of any kind, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or exercise of the powers of the PLLC.

ARTICLE III:

Period of Duration

The period of duration of the PLLC shall be perpetual.

ARTICLE IV:

Registered Agent, Registered Office and Principal Office

1. Registered Agent and Registered Office for Service of Process.

The name of the PLLC's initial Registered Agent, and address of the PLLC's initial Registered Office for service of process are:

**Danny R. Hatfield, M.D.
113 Port Lane
Gilbertsville, KY 42044**

2. Principal Office.

The address of the principal office of the PLLC is:

**113 Port Lane
Gilbertsville, KY 42044**

ARTICLE V:

Authorized Ownership Interests

The ownership interests of the PLLC shall be governed by the Operating Agreement upon its completion and unanimous enactment by the members of the PLLC. Until the enactment of the Operating Agreement, the ownership of the PLLC shall be vested in equal interests among the initial members.

ARTICLE VI:

Organizer

The name and address of the Organizer is:

**Danny R. Hatfield, M.D.
113 Port Lane
Gilbertsville, KY 42044**

ARTICLE VII:

Members

The initial number of members of the PLLC is three (3). The number of members may increase or decrease, according the Operating Agreement. The names and addresses of the initial members of the PLLC are:

Danny R. Hatfield, M.D.
113 Port Lane
Gilbertsville, KY 42044

Daniel E. Hatfield, M.D.
375 Forsythia Drive
Paducah, KY 42003

Amy Oberhelman, M.D.
375 Forsythia Drive
Paducah, KY 42003

ARTICLE VIII:

Management

Management of the PLLC shall be vested in its members as set forth herein and further defined in the Operating Agreement.

ARTICLE IX:

Governance

The initial Operating Agreement shall be created and enacted by the initial members of the PLLC. Thereafter, the PLLC shall be governed by the Operating Agreement. Until the Operating Agreement is enacted, the PLLC shall be governed by the initial members, who shall require a unanimous vote to act on behalf of the PLLC.

ARTICLE X:

Statement of Limited Liability

Except as otherwise provided by Kentucky law, or other governing law as determined by a court of competent jurisdiction, no member, manager, agent or employee of the PLLC shall be personally liable for the debts, obligations or liabilities of the PLLC, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent, or employee of the PLLC.

IN WITNESS WHEREOF, the undersigned, being the organizer designated in Article VI herein, executes these Articles of Organization and certifies to the truth of the facts herein stated, this 21st day of November, 2012.

Danny R. Hatfield M.D. organizer
Danny R. Hatfield, M.D., Organizer

COMMONWEALTH OF KENTUCKY

COUNTY OF Marshall

The foregoing Articles of Organization of k space, PLLC were acknowledged, subscribed and sworn to before me by Danny R. Hatfield, M.D., organizer on behalf of the PLLC on this the 21st day of November, 2012.

Robin Cunningham
Notary Public, State at Large, KY

My commission expires: Robin Cunningham
Notary ID 434124
Commission Expires 1/19/15

CONSENT OF REGISTERED AGENT

The undersigned, having been named in the Articles of Organization of k space, PLLC, a Kentucky professional limited liability company (the "PLLC") as registered agent for service of process of the PLLC and having an initial registered office at 113 Port Lane, Gilbertsville, Kentucky 42044, hereby agrees and consents to serve as registered agent for service of process on PLLC.

Danny R. Hatfield M.D.
Danny R. Hatfield, M.D.

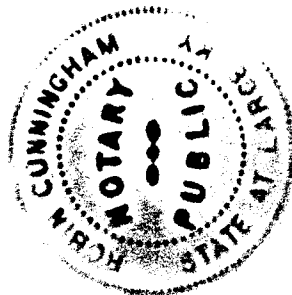
COMMONWEALTH OF KENTUCKY

COUNTY OF Marshall

The foregoing Consent of Registered Agent was acknowledged, subscribed and sworn to before me by Danny R. Hatfield, M.D. on this 21st day of November, 2012.

Robin Cunningham
Notary Public, State at Large, KY

My commission expires: Robin Cunningham
Notary ID 434124
Commission Expires 1/19/15



THESE ARTICLES WERE PREPARED BY:

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Matthew S. Hatfield, Attorney