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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  
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Articles of Organization  
Limited Liability Company

KLC

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

Hilty & Wares' Venture LLC

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

639 Bakewell Street, Unit 2, Covington, Kentucky 41011

Street Address Only (No Post Office Box Numbers)                      City                      State                      Zip Code

and the name of the initial registered agent at that office is Thomas Edward Ware

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

639 Bakewell Street, Unit 2, Covington, Kentucky 41011

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.

Karla Figueroa,  
Assistant Secretary, LegalZoom.com, Inc.

Signature of Organizer

Printed Name & Title

Date

6/10/13

Signature of Organizer

Printed Name & Title

Date

I, Thomas Edward Ware, consent to serve as the registered agent on behalf of the limited liability company.

Print Name of Registered Agent

Thomas Edward Ware

Signature of Registered Agent

Printed Name

Date

5/31/2013