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LAOOAlison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
10/9/2012 2:27 PM
Fee Receipt: \$40.00**COMMONWEALTH OF KENTUCKY**
ALISON LUNDERGAN GRIMES, SECRETARY OF STATEDivision of Business Filings
Business Filings
PO Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.govArticles 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
LAMA, LLC

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

231 Scott Blvd. **Covington** **KY** **41011**
Street Address Only (No Post Office Box Numbers) City State Zip Codeand the name of the initial registered agent at that office is **Jonathan J. Hickman**

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

231 Scott Blvd. **Covington** **KY** **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.

Signature of Organizer

Elizabeth A. Munninghoff, Managing Member

Printed Name & Title

Date

9/27/12

Signature of Organizer

Printed Name & Title

Date

I, **JONATHAN J. HICKMAN**

Print Name of Registered Agent

, consent to serve as the registered agent on behalf of the limited liability company.

Signature of Registered Agent

Jonathan J. Hickman

Printed Name

Date

10/1/12

ARTICLES OF ORGANIZATION

OF

LAMA, LLC

The undersigned organizer, **ELIZABETH A. MUNNINGHOFF**, executes these Articles of Organization for the purpose of forming and organizing a Kentucky Limited Liability Company under Chapter 275 of the Kentucky Revised Statutes and the laws of the Commonwealth of Kentucky in accordance with the following provisions:

ARTICLE I

NAME

The name of the Limited Liability Company shall be **LAMA, LLC** ("Company").

ARTICLE II

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

This initial registered agent shall be **JONATHAN J. HICKMAN**. The street address of the initial registered office of the Company in the Commonwealth of Kentucky is 231 Scott Blvd, Covington, Kenton County, Kentucky 41011.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The mailing address of the initial principal office of the Company is 231 Scott Blvd., Covington, Kenton County, Kentucky 41011.

ARTICLE IV

MEMBERS

The Limited Liability Company has two (2) members.

ARTICLE V

PURPOSES AND POWERS

The Company is formed for all lawful purposes and has the power to do all things necessary and convenient in transacting business and carrying on its business affairs.

ARTICLE VI

MANAGEMENT

The management of the Company shall be by its members in accordance with the Operating Agreement of the Company.

ARTICLE VII

PERIOD OF A DURATION AND DISSOLUTION

The period of duration of the Company shall be perpetual. The Company does not have a specific date of dissolution. The Company shall dissolve as provided in the Kentucky Limited Liability Act and the Operating Agreement of the Company.

ARTICLE VIII

ORGANIZER

The name and address of the Organizer is Elizabeth A. Munninghoff at 130 Dudley Road, Edgewood, Kenton County, Kentucky 41017.

ARTICLE IX

INDEMNIFICATION

The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or organizer of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably to be in, or at least not opposed to, the best interests of the Company.

The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the Company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the members seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such members are fairly and reasonable entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

Expenses of each person indemnified hereunder incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals,) or threat thereof, may be paid by the Company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnified by the Company.

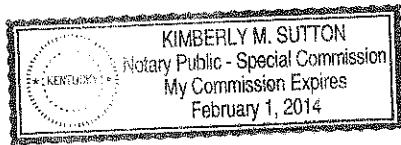
IN WITNESS WHEREOF, the undersigned Organizer executes these Articles of Organization of LAMA, LLC and certifies to the truth of the facts contained therein this 21th day of September 2012.


ELIZABETH A. MUNNINGHOFF
Organizer

COMMONWEALTH OF KENTUCKY

COUNTY OF Kenton

I, Kimberly M. Sutton, a Notary Public, do hereby certify that on this 27 of September
day personally appeared before me, **ELIZABETH A. MUNNINGHOFF**, who first being duly
cautioned and sworn, declared she is the Organizer of **LAMA, LLC**, and that he has signed the
foregoing instrument as the Organizer of the Company and acknowledges that the statements
contained therein are true.



Kimberly M. Sutton
Notary Public - State At Large
My Commission expires: 2-1-14

THIS INSTRUMENT PREPARED BY:

Elizabeth A. Munninghoff
Elizabeth A. Munninghoff, Esq.
130 Dudley Road
Edgewood, Kentucky 41017
(859) 331-8883

ORIGINAL APPOINTMENT OF REGISTERED AGENT
AND ACCEPTANCE OF APPOINTMENT

The undersigned, being the Organizer of LAMA LLC ("Company") hereby appoints JONATHAN J. HICKMAN a natural person resident in Kentucky, in which the Company has its principal office, whose address is 231 Scott Blvd., as the person upon whom any process, notice or demand required or permitted by law to be served upon the Company may be served.


ELIZABETH A. MUNNINGHOFF

I hereby accept appointment as registered agent of your Company upon whom any process, notice or demand required or permitted by law to be served upon the Company may be served.

Dated: 10/1/12, 2012


JONATHAN J. HICKMAN