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Alison Lundergan Grimes  
Kentucky Secretary of State  
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ARTICLES OF ORGANIZATION  
OF  
LOYALTY REWARDS, LLC

The undersigned organizer, desiring to form a limited liability company under the Kentucky Limited Liability Company Act, hereby states the following:

1. The name of the limited liability company is Loyalty Rewards, LLC.

2. The address of the registered office and the name of the initial registered agent are:


William Webster Allen  
201 West Short Street, 1st Floor  
Lexington, Kentucky 40507

3. The address of the initial principal office of the limited liability company is:


2210 Nicholasville Road  
Lexington, Kentucky 40503

4. The limited liability company is to be managed by one or more managers.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization this 14th day of August, 2013.

  
\_\_\_\_\_  
William Webster Allen,  
Organizer

THE FOREGOING INSTRUMENT PREPARED BY:

  
\_\_\_\_\_  
William Webster Allen  
Gess Mattingly & Atchison, P.S.C.  
201 West Short Street  
Lexington, KY 40507  
(859) 252-9000