

**ARTICLES OF ORGANIZATION  
OF  
ERNIE'S SPIRITS, LLC**

The undersigned hereby forms a limited liability company under chapter 275 of the Kentucky Revised Statutes and adopts as the Articles of Organization of such limited liability company the following:

**I. THE NAME OF THE LIMITED LIABILITY COMPANY:**

ERNIE'S SPIRITS, LLC

**II. INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

A. Initial Registered Office

c/o Scott Mattmiller  
Bullock&Coffman, LLP  
234 North Limestone  
Lexington, Kentucky 40507

B. Initial Registered Agent

Scott Mattmiller  
Bullock&Coffman, LLP  
234 North Limestone  
Lexington, Kentucky 40507

**III. MAILING ADDRESS OF INITIAL PRINCIPAL OFFICE**

c/o Kevin Durham  
19 Mentelle Park  
Lexington, Kentucky 40502

**IV. MANAGEMENT**


The company will be managed by its members.

**V. THE PERIOD OF ITS DURATION**

The duration of the company shall be perpetual.

Dated: May 14, 2012

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization and hereby swears that he has read the foregoing Articles and that the statements therein are true and correct to the best of his knowledge and belief as of the date hereof.

  
\_\_\_\_\_  
**M. SCOTT MATTMILLER**  
**ORGANIZER**

STATE OF KENTUCKY    )  
                                  )    SCT.  
COUNTY OF FAYETTE    )

The forgoing instrument was acknowledged before me this 4<sup>th</sup> day of May, 2012 by M. Scott Mattmiller as Organizer of Ernie's Spirits, LLC, for and on behalf of said limited liability company.


My Commission Expires \_\_\_\_\_

\_\_\_\_\_  
Notary Public, Kentucky,  
State at Large

**CONSENT TO SERVE AS AGENT FOR SERVICE OF PROCESS**

I, Scott Mattmiller, voluntarily consent to serve as the registered agent for Ernie's Spirits LLC on the date shown below.

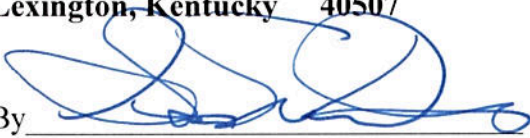
Dated this 4<sup>th</sup> day of May, 2012.

  
\_\_\_\_\_  
M. Scott Mattmiller

**PREPARED BY:**

**BULLOCK & COFFMAN, P.S.C.**  
**2324 North Limestone**  
**Lexington, Kentucky 40507**

By \_\_\_\_\_

A handwritten signature in blue ink, consisting of several loops and flourishes, written over a horizontal line.