

**Commonwealth of Kentucky  
Trey Grayson, Secretary of State**

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Secretary of State  
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**Articles of Organization  
Limited Liability Company**

**KLC**

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer hereby submits the following Articles of Organization to the office of the Secretary of State for filing:

**Article I:** The name of the company is

**Ye Olde Clockworks and Gift Shoppe, Ltd. Co.**

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

**398 River Oaks Drive, Shepherdsville, KY 40165**

and the name of the initial registered agent at that address is **Kelly Lee Henderson**

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

**398 River Oaks Drive, Shepherdsville, KY 40165**

**Article IV:** The limited liability company is to be managed by **Managers**

Executed by the Organizer on Tuesday, February 03, 2009

Signature of Organizer: **Robert Elliot Henderson**

I, **Kelly Lee Henderson**, consent to serve as the registered agent on behalf of the limited liability company.

Signature of registered agent or individual signing on behalf of the company serving as registered agent:

**Kelly Lee Henderson**