Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of St

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Alison Lundergan Grimes
Secretary of State
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Alison Lundergan Grimes
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
http://www.sos.ky.gov

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

Thrive Holdings LLC

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

400 W Market Street 32nd Floor, Louisville, KY 40202

and the name of the initial registered agent at that address is **FBT LLC**

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

615 West Main Street Suite 6000, Louisville, KY 40202

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

Executed by the Organizer on Monday, March 31, 2014

Name of Organizer: **FBT LLC**
Signature of individual signing on behalf of Organizer:
Elizabeth A Cooper

I, **FBT LLC**, 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:

Elizabeth A Cooper