Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of St

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Alison Lundergan Grimes
Secretary of State
Received and Filed
3/15/2016 12:00:00 AM
Fee receipt: $90.00

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

Certificate of Authority
Foreign Business Entity

FBE

Pursuant to the provisions of KRS Chapter 14A and KRS Chapter 275 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a **profit** limited liability company.
2. The name of the entity is **BLUE SPRUCE MANAGEMENT, LLC** .
3. The name of the entity to be used in Kentucky is **BLUE SPRUCE MANAGEMENT, LLC, LLC**.
4. The state or country under whose law the entity is organized is **New Jersey**.
5. The date of organization is **5/14/2009**.
6. The mailing address of the entity's principal office is **C/O RAYFIELD & LICATA, CPA'S, 354 EISENHOWER PKWY, SUITE 2700, Livingston, NJ 07039**.
7. The street address of the entity's registered office in Kentucky is **315 High St, Frankfort, KY 40601** and the name of the registered agent in that office is **CHARLES E. JONES**.
8. The names and business addresses of the entity's representatives:
9. I certify that, as of the date of filing of this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.
10. This application will be effective on filing.

Signature of Authorized Representative:
HOWARD WERNER

I, **CHARLES E. JONES**, consent to serve as the Registered Agent on behalf of the business entity.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

CHARLES E. JONES