Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of St

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Alison Lundergan Grimes
Secretary of State
Received and Filed
12/16/2014 11:09:45 AM
Fee receipt: $40.00

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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

VALHALLA PARTNERS, LLC

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

1914 Stanley Gault Parkway, Louisville, KY 40223

and the name of the initial registered agent at that address is **Jason Brangers**

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

1914 Stanley Gault Parkway, Louisville, KY 40223

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

Executed by the Organizer on Tuesday, December 16, 2014

Name of Organizer: **Jason Brangers**
Signature of individual signing on behalf of Organizer: **Rubicon Private Equity LLC**

I, **Jason Brangers**, 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:

Jason Brangers