Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of St

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Alison Lundergan Grimes
Secretary of State
Received and Filed
4/10/2014 3:39:43 PM
Fee receipt: $40.00

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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

B&K Next Level Fitness, LLC

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

578 Seattle dr, Lexington, KY 40503

and the name of the initial registered agent at that address is **Gregory E Baltimore**

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

578 Seattle dr, Lexington, KY 40503

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

Executed by the Organizer on Thursday, April 10, 2014

Name of Organizer: **Gregory E Baltimore**
Signature of individual signing on behalf of Organizer: **Gregory E Baltimore**

I, **Gregory E Baltimore**, 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:

Gregory E Baltimore