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LAOO  
**Alison Lundergan Grimes**  
**Kentucky Secretary of State**  
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**ARTICLES OF ORGANIZATION**  
**MAINSRING, LLC**

The undersigned, for the purpose of forming and creating a limited liability company as defined in Chapter 275 of the Kentucky Revised Statutes, on this \_\_\_ day of April, 2014, executes these articles of organization, and does hereby form a limited liability company in accordance with the following provisions:

NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company shall be Mainspring, LLC.

INITIAL REGISTERED AGENT AND AGENT OFFICE

The name of the Company's initial registered agent is Gray Caudill, and the street address of the office of the Company's initial registered agent shall be 914 1/2 State Street, Bowling Green, Kentucky.

INITIAL PRINCIPAL OFFICE

The initial principal office and mailing address for the Company in the Commonwealth of Kentucky shall be 914 1/2 State Street, Bowling Green, Kentucky.

MEMBERSHIP

The Company shall initially have three (3) members.

MANAGEMENT

Pursuant to the terms of the operating agreement, the members shall manage the affairs of the Company.

DURATION

The duration of the Company shall be perpetual; subject to dissolution pursuant to the terms of its operating agreement and by operation of law.

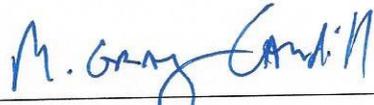
IMMUNITY FROM PERSONAL LIABILITY

No person shall be individually liable by reason of being a member, manager, employee or agent of this LLC, under a judgment, decree, or order of a Court, agency, or tribunal of any type, or in any other manner, in this or any other state, or on any other basis, for a debt, obligation, or liability of the LLC, whether arising in contract, tort, or otherwise.

The status of an person as a member, manager, employee or agent of the LLC shall not subject that person to personal liability for the acts or omissions, including any negligence, wrongful act, or actionable misconduct, of any other member, manager, agent or employee of the LLC.

IN TESTIMONY WHEREOF, witness the signature of the organizer of the LLC as of the day and date stated above.

ORGANIZER:

  
\_\_\_\_\_  
M. GRAY CAUDILL

CONSENT OF INITIAL REGISTERED AGENT

I hereby accept the appointment and consent to serve as registered agent of Mainspring, LLC until such time as this appointment is terminated or until I resign in accordance with the Kentucky Limited Liability Company Act.

  
\_\_\_\_\_  
M. GRAY CAUDILL

THIS DOCUMENT PREPARED BY:

M. GRAY CAUDILL  
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(E) [gray@caudill@caudillyeoman.com](mailto:gray@caudill@caudillyeoman.com)

By:   
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