

**Commonwealth of Kentucky
Elaine N. Walker, Secretary of State**

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Elaine N. Walker
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

MERLE NORMAN OF BERE, LLC

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

106 DONALD DRIVE, RICHMOND, KY 40475

and the name of the initial registered agent at that address is **SHEILA PROCTOR JONES**

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

106 DONALD DRIVE, RICHMOND, KY 40475

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

Executed by the Organizer on Thursday, August 11, 2011

Name of Organizer: **DAVID RAY JONES**

Signature of individual signing on behalf of Organizer: **DAVID RAY JONES**

I, **SHEILA PROCTOR JONES**, 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:

SHEILA PROCTOR JONES