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Alison Lundergan Grimes  
Kentucky Secretary of State  
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**COMMONWEALTH OF KENTUCKY**  
**ALISON LUNDERGAN GRIMES, SECRETARY OF STATE**

**Division of Business Filings**  
**Business Filings**  
PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov

Articles of Organization  
Limited Liability Company

KLC

Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the limited liability company is

BarrBell, LLC

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

3120 Wall Street, Suite 300

Lexington

Kentucky

40513

Street Address Only (No Post Office Box Numbers)

City

State

Zip Code

and the name of the initial registered agent at that office is Peter D. Barr

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

3120 Wall Street, Suite 300

Lexington

Kentucky

40513

Street Address or Post Office Box Number

City

State

Zip Code

Article IV: The limited liability company is to be managed by (must check one):

A. a manager(s).

B. its member(s).

Article V: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is \_\_\_\_\_

(Delayed effective date and/or time)

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Peter D. Barr  
Signature of Organizer

Peter D. Barr, MEMBER  
Printed Name & Title

3/16/12  
Date

Colleen B. Hampton  
Signature of Organizer

Colleen B. Hampton, MEMBER  
Printed Name & Title

3/16/12  
Date

Peter D. Barr  
Print Name of Registered Agent

, consent to serve as the registered agent on behalf of the limited liability company.

Peter D. Barr  
Signature of Registered Agent

Peter D. Barr  
Printed Name

3/16/12  
Date