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Trey Grayson Secretary of State P. O. Box 718 Frankfort, KY 40602-0718 (502) 564-3490 http://www.sos.ky.gov

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

HoneyKeepers Apiaries, LLC

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

306 Foxspring Ave., Flemingsburg, KY 41041-134

and the name of the initial registered agent at that address is Thomas Coleman

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

306 Foxspring Ave., Flemingsburg, KY 41041-1343

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

Executed by the Organizers on Wednesday, August 12, 2009

Signature of Organizer: Thomas Coleman

Signature of Organizer: Patricia Coleman

I, **Thomas Coleman**, 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:

Thomas Coleman

LAOO