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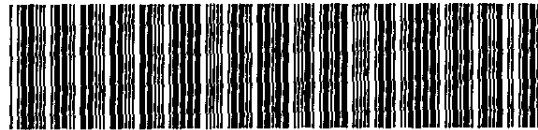
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PALM VENTURES, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JAMES P. WILLETT, III

(Name of Person)

SALTSMAN & WILLETT, P.S.C.

(Firm/Company)

P.O. BOX 327

(Address)

BARDSTOWN, KENTUCKY 40004

(City/State and Zip Code)

For further information concerning this matter, please call:

JAMES P. WILLETT, III

(Name of Person)

at (502) 348-4873

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION
OF
PALM VENTURES, LLC

The undersigned, acting for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby forms a limited liability company and adopts the following Articles of Organization for such Company:

ARTICLE I

Name

The name of the limited liability company is PALM VENTURES, LLC (the "Company").

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company shall be:

Principal Office Address:

PALM VENTURES, LLC
103 Kingston Court
Bardstown, Kentucky 40004

Mailing Address:

PALM VENTURES, LLC
103 Kingston Court
Bardstown, Kentucky 40004

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY -4 AM 9:00

ARTICLE III

Registered Agent & Registered Office

The name and the Florida street address of the registered agent for the Company shall be:

Mike Gennett
78 Ocean Drive
P.O. Box 887
St. Augustine, Florida 32085

ARTICLE IV

Effective Date of Organization

These Articles of Organization and the formation of the Company shall be effective on and as of the date of filing with the Department of State of the State of Florida.

ARTICLE V

Management

The affairs of the Company are to be managed by its member or members, to be exercised in accordance with the provisions of the Company's operating agreement.

ARTICLE VI

Limited Liability

Except as otherwise provided by Florida law, no member, manager, agent, organizer or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent, organizer or employee of the Company.

ARTICLE VII

Indemnification

To the fullest extent permitted by the laws of the State of Florida, the Company shall indemnify any person who was or is a member, manager or organizer, and which person was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was serving as a member, manager or organizer of this Company, or at the request of the Company, as an organizer, member, manager, director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that with respect to an action by or in the right of the Company, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Company, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Such indemnification shall be made to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, these Articles of Organization have been duly executed by the undersigned on the 1st day of May, 2006 for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act.



LANCE B. ALM, Member or
Authorized Representative of a Member

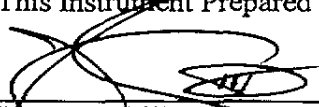
STATE OF KENTUCKY)
) SS:
COUNTY OF NELSON)

I, a Notary Public, in and for the state and county aforesaid, do hereby certify that the foregoing Articles of Organization of PALM VENTURES, LLC, were this date produced before me in the state and county aforesaid, and were signed and acknowledged by LANCE B. ALM, in his capacity as a Member thereof, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein stated, to be his free act and voluntary deed.

Witness my hand this 1st day of May, 2006.

Ursula G. Beem
Notary Public
My Commission Expires: 4/6/09

This Instrument Prepared By:


James P. Willett, III
Florida Bar No. 0604460
SALTSMAN & WILLETT, P.S.C.
212 East Stephen Foster Avenue
P.O. Box 327
Bardstown, Kentucky 40004
(502) 348-4873

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT & REGISTERED OFFICE:
ACKNOWLEDGMENT**

Pursuant to the provisions of Florida Statutes, Section 608.415, et. seq., Palm Ventures, LLC (the "Limited Liability Company"), by action of its members, hereby designates as its Registered Office and Registered Agent in the State of Florida, the following:

1. The name of the registered agent for the Limited Liability Company is Mike Gennett.
2. The Florida street address of the registered agent is:

Mike Gennett
78 Ocean Drive
P.O. Box 887
St. Augustine, Florida 32085

PALM VENTURES, LLC

BY: *Lba*
TITLE: *Member*

ACCEPTANCE & ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Mike Gennett
Mike Gennett, Registered Agent

2006/LLC-FLA-AOO(PAML).D84.wpd

SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY -4 AM 9:00