

53824

C-6499
101:kw:603
12/20/88

RECEIVED AND FILED
JAN 4 1989

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FILED _____
BY _____

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

VERONA BANK #53824-quest

546973

BY _____

1. The name of the corporation is Verona Bank (the "Bank").

2. Article 10 and Article 11 are added to the Bank's Articles of Incorporation to read in their entirety as follows:

10. Indemnification. Each person who after November 30, 1988, is or becomes an officer or director (and his heirs, executors, and administrators) shall be indemnified and shall be advanced expenses by the Bank with respect to all threatened, pending or completed actions, suits or proceedings in which that person was, is, or is threatened to be made a named defendant or respondent by reason of the fact that he is or was a director or officer of the Bank. This Article obligates the Bank to indemnify and advance expenses to those indemnified to the maximum extent, but only to the extent, permitted (other than solely pursuant to a provision in its articles of incorporation or its bylaws or by general or specific action of its board of directors or by contract) by the Kentucky Business Corporation Act, as amended from time to time. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

11. Limitation on Director Liability. A director of the Bank shall not be personally liable to the Bank or its shareholders for monetary damage for breach of duty as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (iii) under KRS 271A.240 (prior to January 1, 1989) or KRS 271B.8-330