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John Y. Brown III

Secretary of State

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AMENDMENT TO
ARTICLES OF INCORPORATION

OF

KING'S DAUGHTERS AND SONS HOME FOR AGED MEN AND WOMEN

Pursuant to the provisions of KRS 273.161 to KRS 273.390, and the undersigned corporation hereby amends its Articles of Incorporation, as originally adopted on December 14, 1948 and as amended on May 22, 1962, as follows:

1. The name of the corporation is King's Daughters and Sons Home for Aged Men and Women.
2. The following amendments to the articles of incorporation, were adopted by the members of the corporation at a special meeting held on December 14, 2002, in the manner prescribed by the KRS 273.161 to KRS 273.390:

Resolved, that Article II of the Articles of incorporation, is hereby amended to read in its entirety as follows:

ARTICLE II

The purpose or purposes for which the corporation is organized and objects to be carried on and promoted by it are exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. In particular, and as consistent therewith, the purposes for which the corporation is organized are (a) to own, operate and maintain a home for aged men and women, to be known and operated under the name of King's Daughters and Sons Home for Aged Men and Women, by providing such home as self supporting for aged men and women, who desire a quiet and independent dignified home life under congenial association and Christian influence; and (b) to engage in such other duly authorized and lawful acts or activities as may be carried on by non-profit corporations in the Commonwealth of Kentucky and organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

Resolved, that Article III of the Articles of incorporation, is hereby amended to read in its entirety as follows:

ARTICLE III

The address of the principal office of the corporation is 1100 Bath Avenue, Ashland, Kentucky 41101.

Resolved, that Article IV of the Articles of incorporation, is hereby amended to read in its entirety as follows:

ARTICLE IV

The corporation's existence shall begin as soon as it qualified under the law and receives a Charter from the Commonwealth of Kentucky. The period of the corporation's duration is perpetual.

Resolved, that Article V of the Articles of incorporation, is hereby amended to read in its entirety as follows:

ARTICLE V

This corporation shall be a nonprofit corporation and may not have or issue shares of stock or make distributions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, if any, or its directors, officers, or other private individual (except that reasonable compensation may be paid for services rendered to and for the corporation effecting one or more of its purposes), and no members of the board of directors, officers of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Resolved, that Article VI of the Articles of incorporation, is hereby amended to read in its entirety as follows:

ARTICLE VI

This corporation shall have all of the common law and statutory powers of a corporation and all of the powers reasonably necessary or convenient to carry out all of the rights, powers and obligations as set forth in the purposes set forth in these articles, including but not limited to the power (i) to acquire, buy, sell, hold, own, lease, mortgage, and otherwise dispose of real estate; to improve any such real estate and to erect buildings and improvements thereon; (ii) to acquire, buy, sell, hold, lease, encumber, and otherwise dispose of personal property of all kinds; (iii) to acquire, hold, own, sell, pledge and hypothecate the

stocks, bonds and other securities of other corporations, and, as well, the notes and other evidences of debts of persons, firms, and corporations generally; (iv) to borrow money and to issue its evidences of debt therefor and to secure the same by the pledge or mortgage of any of its property; (v) to receive contributions to its funds, and to lend, invest, give and expend its said funds, however the same may have been received or obtained, for its corporate purposes; and (vi) to do and perform all things which may be necessary, incidental or germane to either or any of the foregoing purposes; provided, however, in all events the powers of the corporation shall be subject to and exercised in accordance with the provisions of these articles, and the bylaws of the corporation, subject to the further limitation and condition that, notwithstanding any other provision in these articles of incorporation, only such powers shall be exercised by the corporation as are in furtherance of the tax exempt purpose of the corporation and as may be exercised (i) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

Resolved, that Article VII of the Articles of incorporation, is hereby amended to read in its entirety as follows:

ARTICLE VII

The affairs of the corporation shall be conducted by the board of directors and by such committees and officers as shall be provided in the bylaws. The board of directors shall consist of the number of persons set forth in the bylaws. The board of directors shall be elected from the members of the corporation as set forth in the bylaws. The term of office of each director shall be as provided by the corporation's bylaws. Each director so elected shall hold office for said term and until his or her respective successor shall have been duly elected and shall have accepted office. Directors may be removed from office during their term of office as provided in the bylaws.

The duties and powers of the board of directors, committees and officers of the corporation shall, except as herein otherwise specifically provided, be such as are usually incident to similar boards of directors, similar committees and similar officers, and in addition, shall be such as may be conferred upon said board of directors, upon such committees, or upon such officers by law, or by amendment to the articles of incorporation or bylaws, or by appropriate corporation resolution. The board of directors shall adopt bylaws for the corporation and may change or revise such bylaws at any time and from time to time.

Resolved, that Article VIII of the Articles of incorporation, is hereby amended to read in its entirety as follows:

ARTICLE VIII

The address of the registered office of the corporation is 1100 Bath Avenue, Ashland, Kentucky 41101 and the registered agent at that address is Jonathan W. Tate.

Resolved, that Article IX of the Articles of incorporation, is hereby amended to read in its entirety as follows:

ARTICLE IX

The right of members to vote for the board of directors and for any other matters shall be as set forth in the bylaws. Pursuant to Kentucky law, members are required to vote on changes to articles, sale of all or substantially all property, merger, consolidation and other matters by a two-thirds vote. Members of the corporation are dues paying members of the corporation's volunteer groups known as circles.

Resolved, that Article X of the Articles of incorporation, is hereby amended to read in its entirety as follows:

ARTICLE X

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Resolved, that Article XI of the Articles of incorporation, is hereby amended to read in its entirety as follows:

ARTICLE XI

(1) The private property of the directors and members shall not be subject to any of the corporation's debts and liabilities.

(2) The corporation shall, to the fullest extent permitted by, and in accordance with the provisions of, Chapter 273 of the Kentucky Business Corporation Law (or corresponding provisions of any subsequent state laws), indemnify each director, officer, employee, and member of the corporation against expenses (including attorneys' fees), judgments, taxes, fines, and amounts paid in settlement incurred by such person in connection with, and shall advance expenses (including attorneys' fees) incurred by such person in defending, any threatened, pending, or completed action, suit, or proceeding

(whether civil, criminal, administrative, or investigative) to which such person is, or is threatened to be made, a party by reason of the fact that such person is or was a director, officer, employee or member of the corporation, or is or was serving at the request of the corporation as a director, officer, member, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, or other enterprise; provided, however, such indemnification is not otherwise in conflict with the provisions of Article II of these Articles of incorporation. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the board of directors may reasonably require, by or on behalf of the person seeking indemnification to repay amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized herein.

(3) The indemnification provided for by this Article XI shall not be deemed exclusive of any other rights to which directors, officers, employees or members of the corporation may be entitled under any statute, agreement, or action of the board of directors of the corporation, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or member of the corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

3. The number of members of the corporation present in person or by proxy at such meeting and entitled to vote thereon was: 23 The number of members who voted in favor such amendments to the Articles of incorporation was 23; and the number of members who voted against such amendments to the Articles of incorporation was 0

IN WITNESS WHEREOF, the undersigned duly authorized office has executed these articles of amendment on the 10 day of December, 2002.

KING'S DAUGHTERS AND SONS HOME FOR
AGED MEN AND WOMEN

By Velma L. Lane
Its Chairperson

COMMONWEALTH OF KENTUCKY,

COUNTY OF BOYD, TO-WIT:

I, Janet Smith Holbrook, a Notary Public, do hereby certify that on this 10th day of December, 2002, personally appeared before me Velma L. Lane, who being by me first duly sworn declared that she is the Chairperson of King's Daughters and Sons Home for Aged Men and Women, that she signed the foregoing document as Chairperson of the corporation, and that the statements therein contained are true.

My commission expires December 7, 2005.

Janet Smith Holbrook
NOTARY PUBLIC

This instrument was prepared by:

Janet Smith Holbrook

Janet Smith Holbrook
HUDDLESTON, BOLEN, BEATTY,
PORTER & COPEN, LLP
Post Office Box 770
Ashland, Kentucky 41105-0770

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1909-1998

WILLIAM C. BEATTY

1925-1994

PAUL C. HOBBS

1921-2000

JAMES O. PORTER

1921-2001

January 21, 2003

Kentucky Secretary of State
700 Capital Avenue Suite 152
State Capitol
Frankfort, KY 40601

Re: King's Daughters and Sons Home for Aged Men and Women

To Whom It May Concern:

Enclosed are the following documents:

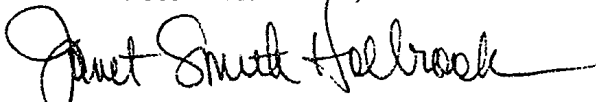
1. One original and two copies of "Amendment to Articles of Incorporation of King's Daughters and Sons Home for Aged Men and Women";
2. One original and two copies of "Restated Articles of Incorporation of King's Daughters and Sons Home for Aged Men and Women"; and
3. A check from this firm in the amount of \$16.00 payable to the Kentucky State Treasurer.

Please file the Amendment to Articles first and then file the Restated Articles. Please return two copies of each document to me in the enclosed, self-addressed stamped envelope.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

HUDDLESTON, BOLEN, BEATTY,
PORTER & COPEN, LLP



Janet Smith Holbrook

JSH:cdg

Enclosures

cc: Trish Trabant

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¹ ADMITTED IN WV & KY. ² ADMITTED IN KY. ³ ADMITTED IN OH & WV.

⁴ ADMITTED IN WV, KY & OH. ⁵ ADMITTED IN WV, OH, KY & SC. ALL OTHERS ADMITTED IN WV.