

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

HARVEY FREEMAN & SONS, INC. OF KENTUCKY

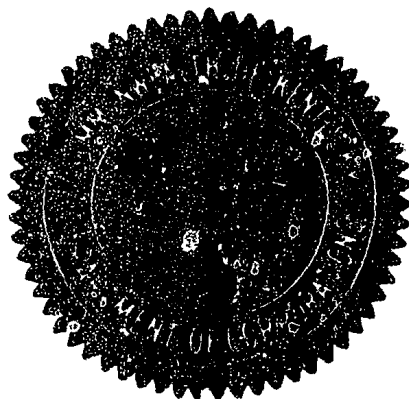
LOUISVILLE, KENTUCKY

whose initial agent for process is C T CORPORATION SYSTEM

KENTUCKY HOME LIFE BUILDING

and whose address is LOUISVILLE, KENTUCKY

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 31ST day of AUGUST, 19 77.

Drexell R. Davis
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE
RECEIVED
AUG 31 1977
CL #25
Commonwealth of Kentucky

ORIGINAL COPY.
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

ARTICLES OF INCORPORATION


AUG 31 1977

OF

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Dwight P. Davis
SECRETARY OF STATE

HARVEY FREEMAN & SONS, INC. OF KENTUCKY

 We, the undersigned, acting as incorporators of a corporation under the Kentucky Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is

HARVEY FREEMAN & SONS, INC. OF KENTUCKY

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Kentucky Business Corporation Act.

To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said Company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, and lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, machinery rights, easements, privileges, franchises and licenses and to sell, lease, hire, or otherwise dispose of the lands, buildings or other property of the Company, or any part thereof.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing

enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) of the par value of One Dollar (\$1.00) each.

FIFTH: Provisions limiting, denying or enlarging to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None.

SIXTH: The post office address of its initial registered office is Kentucky Home Life Building, c/o C T Corporation System, Louisville, Kentucky 40202, and the name of its initial registered agent at such address is C T Corporation System.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	Address
J. R. Freeman	15th Floor, Third National Bank Building Nashville, Tennessee 37219
Mary C. Freeman	15th Floor, Third National Bank Building Nashville, Tennessee 37219
J. Brent Hurd	2519 Lebanon Road Nashville, Tennessee 37214

EIGHTH: The name and post office address of each incorporator is:

NAME	ADDRESS
G. F. Robinson	1820 First National Bank Tower Atlanta, Georgia 30303
P. B. Machen	1820 First National Bank Tower Atlanta, Georgia 30303
C. A. Coyle	1820 First National Bank Tower Atlanta, Georgia 30303

Dated August 29, 1977, 1977.

G. F. Robinson
G. F. Robinson

P. B. Machen
P. B. Machen

C. A. Coyle
C. A. Coyle

Incorporators

STATE OF GEORGIA
COUNTY OF FULTON

I, Edna B. Bell, a notary public, do hereby certify that on this 29th day of August, 1977, personally appeared before me, G. F. Robinson, P. B. Machen, and C. A. Coyle who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Edna B. Bell
Notary Public

Notary Public, Georgia, State at Large
My Commission Expires Aug. 12, 1979

Prepared by Boult, Cummings Connors, & Berry
First American Center
Nashville, Tennessee 37238

Charles Roasor
Charles Roasor, Attorney

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company

1120 FIRST NATIONAL BANK TOWER, ATLANTA, GA. 30303 • (404) 858-1010

August 29, 1977

RE: HARVEY FREEMAN & SONS, INC. OF KENTUCKY

COUNSEL: Charles Reasor, Atty.
Boult, Cummings, Conners & Berry
First American Center
Nashville, Tenn. 37238

Secretary of State
Corporation Department
State Capitol Bldg.
Frankfort, Kentucky 40601

Gentlemen:

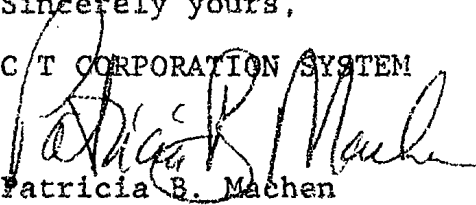
Pursuant to the instructions of counsel shown above, we are enclose triplicate, executed copies of the articles of the incorporation on behalf of the above purposed Kentucky domestic corporation. If you find all in order, please filed the enclosed forwarding your usual evidence to the undersigned.

Checks in payment of your required fees are enclosed.

If at all possible, we would greatly appreciate receiving telephone confirmation of the filing date; for your assistance our WATS number 800-241-5824. Thanking you for your assistance and co-operation in this connection, I am

Sincerely yours,

C T CORPORATION SYSTEM


Patricia B. Machen
Service Representative

PBM/sb

Encl.