

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that Articles of Incorporation of

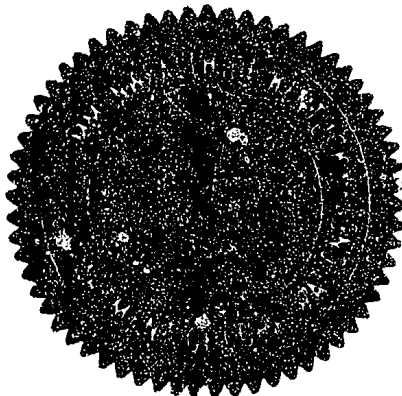
COURTENAY WRIGHT LANCASTER, INC.

whose initial agent for process is COURTENAY WRIGHT LANCASTER

301 EAST MAIN ST.

and whose address is LEXINGTON, KENTUCKY 40507

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 29TH day of DECEMBER, 1982.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
COURTENAY WRIGHT LANCASTER, INC.

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

The undersigned, acting as incorporator of the corporation under the Kentucky Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

DEC 29 1982

[Handwritten signature]
SECRETARY OF STATE

ARTICLE I

The name of the corporation shall be Courtenay Wright Lancaster, Inc.

280174

ARTICLE II

The existence of this corporation shall commence upon the issuance of the Certificate of Incorporation, and its duration shall be perpetual unless sooner dissolved by action of its shareholders in accordance with the laws of the Commonwealth of Kentucky.

ARTICLE III

The purpose for which the corporation is formed is the transaction of any and all lawful business for which corporations may be incorporated under Chapter 271A of the Kentucky Revised Statutes.

ARTICLE IV

The aggregate number of shares of capital stock which the corporation shall have authority to issue is Two Thousand (2,000) shares of common stock, all of which are to be without par value. All shares of common stock shall have full and unlimited voting power, and each share shall be entitled to one (1) vote.

ARTICLE V

The corporation may enter into contracts or transact business with one or more of its directors, officers or stockholders, or with any corporation, association, organization or other concern in which any one or more of its directors, officers or stockholders are directors, officers or stockholders, or otherwise interested; and in the absence of fraud, no such contract or transaction shall be invalidated, void, voidable, or in any way affected by the fact that such directors, officers or stockholders of the corporation have, or may have, interests which are, or might be, adverse to the interest of the corporation, even though the vote or action of directors, officers or stockholders having such adverse interests may have been necessary to obligate the corporation upon such contract or transaction. At any meeting of the Board of Directors of the corporation which shall authorize or ratify any such contract or transaction, any such director or directors may vote or act thereat with like force and effect as if he had not such adverse interest, provided that, in such case the nature and extent of such interest be disclosed or shall have been known to the directors or a majority thereof. In the absence of fraud, no director, officer or stockholder having such adverse interest shall be liable to the corporation or to any shareholder or creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer or stockholder be accountable for any gains or profits realized thereon.

ARTICLE VI

The address of the initial registered office of the corporation shall be 301 East Main Street, Lexington, Kentucky 40507, and the name of the initial registered agent shall be Courtenay Wright Lancaster.

ARTICLE VII

The shareholders of the Corporation shall have no preemptive right to acquire issued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribed to or acquire shares.

ARTICLE VIII

1. The Board of Directors of the Corporation may distribute to the shareholders out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions:

a. No such distribution shall be made at a time when the Corporation is insolvent or when such distribution would render the Corporation insolvent,

b. No such distribution shall be made to the holders of any class of shares unless all cumulative dividends accrued on all preferred or special classes of shares entitled to preferential dividends shall have been fully paid.

c. No such distribution shall be made to the holders of any class of shares which would reduce the remaining net assets of the Corporation below the aggregate preferential amount payable in event of involuntary liquidation to the holders of shares having preferential rights to the assets of the Corporation in the event of a liquidation;

d. Each such distribution, when made, shall be identified as a distribution from capital surplus in the amount per share disclosed to the shareholders receiving the same concurrently with the distribution thereof.

2. The Board of Directors of the Corporation may also distribute to the holders of its outstanding shares having a cumulative preferential right to receive dividends, in discharge of their cumulative dividends rights, dividends payable in cash out of the capital surplus of the Corporation, if at the time the Corporation has no earned surplus and is not insolvent and would not thereby be rendered insolvent. Each such distribution, when made, shall be identified as a payment of cumulative dividends out of capital surplus.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the Corporation shall be one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders, or until their successor or successors are elected and shall qualify, is:

Courtenay Wright Lancaster
301 East Main Street
Lexington, Kentucky 40507

ARTICLE VIII

The name and address of the incorporator of the Corporation is Gary R. Matthews, 1000 First Security Plaza, Lexington, Kentucky 40507.

Dated this the 29th day of December, 1982.



INCORPORATOR

STATE OF KENTUCKY

COUNTY OF FAYETTE

I, _____, a Notary Public, do hereby certify that on this _____ day of December, 1982, personally appeared before me Gary R. Matthews, who, being by me first duly sworn, declared that he is the incorporator of Courtenay Wright Lancaster, Inc., and that he signed the foregoing document as incorporator of the Corporation, and that the statements therein contained are true.

My Commission Expires: _____

NOTARY PUBLIC, STATE AT LARGE

THIS INSTRUMENT PREPARED BY:

STOLL, KEENON & PARK
1000 First Security Plaza
Lexington, Kentucky 40507

BY: *Gary R. Matthews*