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ARTICLES OF SHARE EXCHANGE  
BETWEEN  
CITIZENS BANK & TRUST COMPANY,  
BURGIN, KENTUCKY  
AND  
BOYLE BANCORP, INC.

RECEIVED CASHED  
\$50.00  
MAY 1990

Pursuant to the provisions of §271B.11-050 of the Kentucky Business Corporation Act, the undersigned corporations execute the following Articles of Share Exchange, whereby all the shares of Citizens Bank & Trust Company, Burgin, Kentucky are purchased by Boyle Bancorp, Inc.

*Arvin Stanley*

FIRST: The Plan of Share Exchange is attached hereto as Exhibit A.

SECOND: Shareholder approval of the Share Exchange was required.

THIRD: The Plan of Share Exchange was approved by the shareholders of Citizens Bank & Trust Company, Burgin, Kentucky in the manner prescribed by the Kentucky Act on October 9, 1990. The number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Plan, at the shareholder meeting was as follows:

<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
	<u>Designation of Class</u>	<u>Number of Shares</u>
8,100	Common Stock	8,100

The total number of shares voted for and against the Plan of Share Exchange was as follows:

<u>Total of Shares Voted For</u>	<u>Total of Shares Voted Against</u>	<u>Total of Shares Abstaining</u>
7607.25	0	492.75



COMMONWEALTH OF KENTUCKY)  
COUNTY OF FAYETTE )

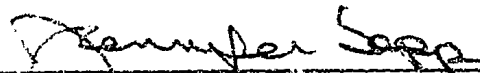
I, the undersigned notary public in and for the Commonwealth and the county aforesaid, do hereby certify that Nelson D. Rodes, Jr., President and Chief Executive Officer of Boyle Bancorp, Inc., a Kentucky corporation, known to me to be the individual who executed the foregoing Articles of Share Exchange, personally appeared before me, and after having been duly sworn, verified that he has read the foregoing Articles of Share Exchange and, to the best of his knowledge and belief, the facts stated therein are true and accurate on this 30th day of November, 1990.

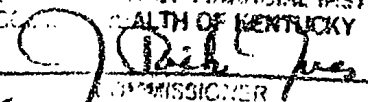
Given under my hand and seal of office the day and year aforesaid.

  
NOTARY PUBLIC STATE AT LARGE

My commission expires: July 6, 1991

THIS INSTRUMENT PREPARED BY:

  
Jennifer L. Sapp  
WYATT, TARRANT & COMBS  
Lexington Financial Center  
250 West Main Street  
Lexington, Kentucky 40507  
(506) 233-2012

EXAMINED AND APPROVED 30 Nov 90  
COMMISSIONER OF FINANCIAL INSTITUTIONS  
COMMONWEALTH OF KENTUCKY  
  
COMMISSIONER

## PLAN OF SHARE EXCHANGE

This is a Plan of Share Exchange ("Plan of Exchange") for the acquisition by Boyle Bancorp, Inc., a Kentucky corporation ("Holding Company") of all of the issued and outstanding shares of common stock of Citizens Bank and Trust Company, Burgin, Kentucky, a Kentucky banking corporation, of Burgin, Kentucky ("Bank").

### Recitals

A. The authorized common stock of Bank ("Bank Common Stock") consists of eight thousand one hundred (8,100) shares of common stock, Fifty Dollars (\$50.00) par value per share, of which Eight Thousand One Hundred (8,100) shares are issued and outstanding.

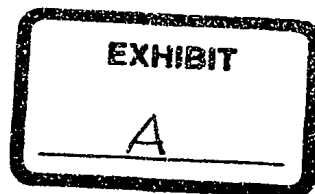
B. Bank and Holding Company desire for Holding Company to acquire all of the issued and outstanding shares of Bank Common Stock so that Bank will be a wholly owned subsidiary of the Holding Company.

C. Bank and Holding Company desire to effectuate this Plan of Exchange, pursuant to which each shareholder of the Bank will receive an amount of cash in exchange for his or her Bank Common Stock together with all other outstanding rights or interests of a capital nature of current or former shareholders, as provided herein.

### The Plan

1. The Share Exchange. Upon the terms and conditions set forth in this Plan of Exchange, at the Effective Time (as hereinafter defined) each share of Bank Common Stock, together with, to the full extent which may be effected in a share exchange pursuant to KRS 271B, any and all other outstanding rights or interests of a capital nature of current or former shareholders, will be acquired by Holding Company for the consideration described herein (the "Exchange"). As a result of the Exchange, Holding Company will become the sole shareholder of the Bank pursuant to provisions of, and with the effect provided in, Chapters 271B and 287 of the Kentucky Revised Statutes ("KRS").

2. Articles of Share Exchange. At the Closing (hereinafter defined), the Bank and the Holding Company will cause Articles of Share Exchange (containing such terms and provisions, including this Plan of Exchange, as are required by KRS 271B.11-050) to be signed and delivered for filing to the Department of Financial Institutions (the "Department") and the Secretary of State (the "Secretary of State") of the Commonwealth of Kentucky. The filing of said Articles of Share Exchange and the Plan of Exchange with the Department and the Secretary of State shall occur on the Closing Date (hereinafter defined) and shall be the effective time of the Exchange (the "Effective Time").



3. Effect of Filing. At the Effective Time:

- (a) The Exchanged Shares (as hereinafter defined) will be exchanged as provided herein, and the former holders of rights and interests of a capital nature in the Bank, including without limitation the Bank Common Stock, will be entitled only to the rights provided herein or to their rights as dissenting shareholders under Section 271B.13-010 through 271B.13-310 of the KRS (the "Dissenter's Statutes").
- (b) Holding Company will become the sole shareholder of the Bank as provided in Chapter 271B and 287 of KRS.
- (c) The Articles of Incorporation attached hereto as Exhibit A shall become the Restated Articles of Incorporation of the Bank commencing on the Effective Time, until the same shall thereafter be altered, amended or repealed in accordance with law.
- (d) The Bylaws of the Bank attached as Exhibit B to this Plan of Exchange shall become and constitute the Bylaws of the Bank, until the same shall thereafter be altered, amended or repealed in accordance with law.
- (e) The Board of Directors of the Bank shall be composed of the individuals listed on Schedule 3 attached hereto who shall serve as directors of the Bank until the next annual meeting of shareholders and until their successors shall have been duly elected and qualified.

4. Exchange of Shares. At the Effective Time and without any action on the part of the Holding Company, the Bank or a holder of any rights and interests of a capital nature in the bank, including without limitation, the Bank Common Stock:

- (a) Each share of Bank Common Stock, together with any and all rights or interests associated therewith, issued and outstanding immediately prior to the Effective Time, (the "Exchanged Shares") shall, automatically, by virtue of the Exchange and at the Effective Time, be exchanged without any further notice to or on the part of the holder thereof, for the right to receive cash (the "Cash Amount") The Cash Amount for each share of the Exchanged Shares together with any and all other rights or interests associated therewith held by

current or former shareholders shall be the greater of (A) three hundred dollars (\$300.00) or (B) the sum of (i) the stockholders' equity per Exchanged Share determined as of the last day of the month immediately preceding the month in which the Regulatory Approval Date occurs (the "Balance Sheet Date") prepared in accordance with generally accepted accounting principles in a manner as consistent as possible (but only to the extent consistent with generally accepted accounting principals) with the Bank's customary financial reporting practices and policies; plus (ii) thirty-six dollars and fifty-seven cents per share (\$36.57); plus (iii) \$.037 per share for each day by which the number of days between the Balance Sheet Date and the Effective Time exceeds thirty (30) days; plus (iv) the amount of the Bank's reasonable out-of-pocket expenses incurred per Exchanged Share, not to exceed two dollars (\$2.00) per Exchanged Share, incurred in connection with this Plan of Exchange and the transactions contemplated herein. As used in this Plan of Exchange, Regulatory Approval Date means the latter of the date of the order approving the Share Exchange issued by (a) the Federal Reserve Board, or (b) the Commissioner of the Kentucky Department of Financial Institutions. Without any additional consideration paid by Holding Company, other than that consideration described herein, the Exchange shall include the Exchanged Shares together with, to the full extent which may be effected in a share exchange pursuant to KRS 271B, all other rights or interests relating to the stock of the Bank held by current or former shareholders of the Bank as same may have existed at or prior to the Effective Time.

- (b) All Exchanged Shares shall be canceled on the stock ledger of the Bank. The Holding Company shall own and hold 8100 shares of Bank Common Stock and a certificate shall be issued therefore in the name of the Holding Company.
- (c) Farmers National Bank, Danville, Kentucky, shall serve as the Exchange Agent under this Plan of Exchange. Prior to the Effective Time, Holding Company shall enter into an agreement (the "Exchange Agent Agreement") providing for the disbursement to former holders of shares of Bank Common Stock following the Effective Time of immediately available funds (as contemplated by this Plan of Exchange) on customary terms with said Exchange Agent. Immediately prior to the Closing,

Holding Company shall deposit with the Exchange Agent an amount of cash necessary to consummate the Exchange. On a date approximately twenty (20) days prior to the Effective Time, the Exchange Agent shall mail and otherwise make available to each holder of Bank Common Stock in a manner reasonably calculated to permit delivery by them of certificates representing shares of Bank Common Stock to the Exchange Agent prior to the Effective Time and to receive the appropriate Cash Amount at the Effective Time, a letter of transmittal (which shall specify that delivery shall be effected, and the risk of loss and title to such certificate or certificates shall pass, only upon proper delivery of said certificate or certificates to the Exchange Agent) and instructions for use in effecting the surrender of such certificate or certificates for payment therefor. Upon surrender to the Exchange Agent of such certificate or certificates, together with such letter of transmittal, duly executed, the Exchange Agent shall promptly pay to the persons entitled thereto, the Cash Amount. No interest will be paid or accrue upon the cash payable upon the surrender of certificate or certificates. Appropriate procedures shall be implemented to deal with lost certificates.

- (d) If outstanding certificates for the Exchanged Shares are not surrendered or the cash payment therefore not claimed prior to seven (7) years after the Effective Time (or in any case prior to such earlier date on which such cash payments would otherwise escheat to or become the property of any governmental unit or agency), the unclaimed amounts shall, to the extent permitted by applicable law, become the property of the Holding Company, free and clear of all claims or interests of any person previously entitled thereto. If any funds held by the Exchange Agent for the benefit of the former holders of a certificate or certificates which immediately prior to the Effective Time represent Exchanged Shares are not claimed within six (6) months after the Effective Time, such funds shall be delivered by the Exchange Agent to the Holding Company, and thereafter such holders shall look only to the Holding Company for payment. No interest shall accrue or be payable with respect to any funds held by the Exchange Agent for the benefit of the holder of the certificates formerly representing shares of the Bank Common Stock.

5. Dissenting Shareholders. Each share of Bank Common Stock, the holder of which has demanded and perfected his or her demand for appraisal with respect thereto and in accordance with the Dissenter's Statutes and had not effectively withdrawn or lost his or her right to such appraisal as provided therein ("Dissenters' Shares") shall be entitled only to such rights as are granted by the Dissenter's Statutes. Each holder of Dissenters' Shares who becomes entitled to payment for such shares pursuant to the Dissenters' Statutes shall receive payment therefor from the Bank in accordance with the provisions of that law. If any holder of the Bank Common Stock who demands appraisal of his or her shares under the Dissenters' Statutes withdraws or loses (through failure to perfect or otherwise) his or her right to appraisal, then each such share of such holder shall automatically be converted into the right to receive from the Holding Company the Cash Amount. The Bank shall give the Holding Company prompt notice of any written demands for appraisal, withdrawal of demands for appraisal and any other instrument served pursuant to the Dissenters' Statutes which the Bank receives and shall give the Holding Company the opportunity to participate in all proceedings with respect to any such demands. Any funds held by the Exchange Agent with respect to shares of the Bank's Common Stock covered by this provision shall be returned to the Holding Company at such time as notice thereof shall be given to the Exchange Agent by the Holding Company.

6. Supplementary Action. If at any time after the Effective Time, any further assignments or assurances in law or any other actions are necessary or desirable to vest, perfect or confirm in the Holding Company all right, title and interest in the Exchanged Shares or otherwise to carry out the purposes and provisions of this Plan of Exchange, the officers and directors of the Holding Company and the Bank are hereby authorized, empowered and directed to take such actions and to execute and deliver any and all documents necessary or proper to vest, perfect or confirm in the Holding Company all right, title and interest in the Exchanged Shares, and otherwise to carry out the purposes and provisions of this Plan of Exchange.

7. Amendment; Abandonment. This Plan of Exchange may be amended by the parties hereto by action taken by the respective Boards of Directors of the Holding Company and the Bank and at any time before approval hereof by the shareholders of the Bank.

This Plan of Exchange may be abandoned by the Holding Company if the number of Dissenting Shares exceeds fifteen (15%) percent of the Exchanged Shares. This Plan of Exchange may also be abandoned by the parties hereto by action taken by their respective Board of Directors if the other party has materially breached any representation, warranty or covenant of or conditions precedent to closing the Agreement of Share Exchange between the Holding Company and the Bank and dated August 14, 1990.



Either party to this Plan of Exchange may terminate the Share Exchange, if the Share Exchange has not been consummated by January 31, 1991.

8. Closing. The closing of the Exchange (the "Closing") shall occur on a date to be reasonably set by the Holding Company (the "Closing Date"), which shall in no event be later than twenty (20) days after the satisfaction or waiver of all conditions precedent to the Exchange as set forth in the said Agreement of Share Exchange.

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**RESTATED AND AMENDED ARTICLES  
OF INCORPORATION OF  
CITIZENS BANK & TRUST COMPANY, BURGIN, KENTUCKY**

Pursuant to the provisions of KRS 271B.11-020 and 271B.10-070 the undersigned corporation executes these Restated and Amended Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation is Citizens Bank & Trust Company, Burgin, Kentucky.

**ARTICLE II**

**REGISTERED OFFICE AND RESIDENT AGENT**

The registered office of the Corporation in the Commonwealth of Kentucky is 123 Main Street, Burgin, Kentucky 40310.

The registered agent at the same address is Robert D. Thompson.

**ARTICLE III**

**PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 123 Main Street, Burgin, Kentucky 40310.

**ARTICLE IV**

**CAPITAL STOCK**

The total number of shares which may be issued by the corporation is 8,100 shares of common stock having fifty dollars

(\$50.00) par value per share. Every shareholder is entitled to one vote per share and may vote the same as provided by law.

#### ARTICLE V

##### DIRECTORS

The business and affairs of the Corporation are to be conducted by a Board of Directors of not less than one nor more than twenty members, the number to be set in the manner provided in the bylaws.

The Board of Directors shall have the power to increase or decrease the number of directors on the Board of Directors last approved by the shareholders pursuant to and in accordance with the limitations provided by Kentucky law.

#### ARTICLE VI

##### BYLAWS

The bylaws for the Corporation shall be adopted and may be amended or repealed by the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE VII

##### ELIMINATION OF DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for a breach of his or her duties as a director except for liability:

(a) for any transaction in which a director's personal financial interest is in conflict with the financial interest of the Corporation or its stockholders;

(b) 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;

(c) for distributions made in violation of the Kentucky Business Corporation Act; or

(d) for any transaction from which the director derives an improper personal benefit.

If the Kentucky Business Corporation Act is amended, modified or supplemented or any other statutory provision is adopted, in any case, after approval by the stockholders of this Article to eliminate or limit further the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Business Corporation Act, as so amended, or the statutory provision as adopted. Any repeal or modification of this Article by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE VIII

#### INDEMNIFICATION

Any person, his heirs, executors, or administrators, may only be indemnified or reimbursed by the Corporation for reasonable

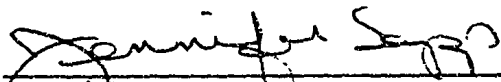
expenses actually incurred in connection with any action, suit or proceeding, civil or criminal, to which he shall be made a party by reason of his being or having been a director, officer, or employee of the Corporation or of any firm, corporation, or organization which he served in any such capacity at the request of the Corporation; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding as to which he shall finally be adjudged to have been guilty of or liable for gross negligence, willful misconduct or criminal acts in the performance of his duties to the Corporation; and, provided, further, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the holders of record of a majority of the outstanding shares of the Corporation, or the Board of Directors, acting by vote of directors not parties to the same or substantially the same action, suit, or proceeding, constituting a majority of the whole number of directors. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such persons, his heirs, executors, or administrators, may be entitled as a matter of law.

Dated this 30 day of Nov, 1990.

CITIZENS BANK & TRUST COMPANY,  
BURGIN, KENTUCKY

By: [Signature]  
President

PREPARED BY:




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Jennifer L. Sapp  
WYATT, TARRANT & COMBS  
Lexington Financial Center  
250 West Main Street  
Lexington, Kentucky 40507  
(606) 233-2012

AMENDED AND RESTATED  
BYLAWS OF  
CITIZENS BANK & TRUST COMPANY,  
BURGIN, KENTUCKY

I certify that the following Amended and Restated Bylaws, consisting of seven pages, are the Amended and Restated Bylaws adopted by the Board of Directors of Citizens Bank & Trust Company, Burgin, Kentucky at a meeting held on August 14, 1990, have not been amended or rescinded, and are now in full force and effect.

  
\_\_\_\_\_  
Jonnetta N. Lear, Secretary

Date: November 30, 1990

AMENDED AND RESTATED  
BYLAWS OF  
CITIZENS BANK & TRUST COMPANY, BURGIN, KENTUCKY

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ARTICLE I

OFFICES

The principal office of the corporation in the Commonwealth of Kentucky shall be located at 123 Main Street, Burgin, Kentucky. The corporation may have such other offices, either within or without the State of Kentucky, as the business of the corporation may require from time to time.

ARTICLE II

SHAREHOLDERS MEETINGS AND RECORD DATES

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held on the same day of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a Sunday or legal holiday, such meeting shall be held on the next business day. If the election of directors shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders to be held as soon thereafter as may be convenient.

Section 2. Special Meetings. Special meetings of the shareholders may be called by the president, by a majority of the members of the board of directors or by the holders of not less than one-third of all the shares entitled to vote at the meeting.

Section 3. Place of Meeting. The board of directors may designate any place within or without the Commonwealth of Kentucky as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

If no designation is made, or if a special meeting be called by other than the board of directors, the place of meeting shall be the principal office of the corporation in the Commonwealth of Kentucky.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by telegraph, teletype or other form of wire or wireless communication or by mail or private carrier, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each



shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the shareholder at his address as it appears on the records of the corporation, with first class postage thereon prepaid.

Section 5. Quorum. A majority of the outstanding shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders. The shareholders present at a duly organized meeting can continue to do business for the remainder of the meeting and for any adjournment thereof until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, unless a new record date is or must be set for that adjourned meeting.

Section 6. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

Section 7. Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting and without prior notice if one or more consents in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

### ARTICLE III

#### DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed under the direction of a board of directors.

Section 2. Number and Tenure. The board of directors shall consist of from one (1) to twenty (20) members but the members may be increased or decreased by action of the board of directors as provided for in the Articles of Incorporation or by amendment of this Bylaw provided, however, that only the shareholders may increase or decrease by more than 30% the number of directors last approved by the shareholders. Each director shall hold office for a term expiring at the next annual shareholders' meeting following his election or until his successor shall have been elected and qualifies for the office, whichever period is longer.

Section 3. Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of shareholders. The board of directors may provide, by resolution, the time and place, either within or without the Commonwealth of Kentucky, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any four (4) director(s). The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the board of directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least two (2) days prior thereto by written notice delivered personally, mailed or telegraphed to each director at his or her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon his arrival) objects to the transaction of any business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8. Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall serve until the next shareholders' meeting at which directors are elected.

Section 9. Committees. The board of directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. The board of directors may establish an executive committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky.

Section 10. Authority of Committees. If the Board of Directors establishes by resolution one or more of the following committees, then except to the extent, if any, that the resolution appointing the respective committees expressly provides otherwise, the following committees shall have the following powers and authority.

A. Executive Committee. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the authority of the Board of Directors, except that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Corporation's Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the shareholders the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, recommending to the shareholders a voluntary dissolution of the Corporation or a revocation thereof, or amending the By-Laws of the Corporation.

B. Loan Committee. The Loan Committee shall have power to discount and purchase bills, notes and other evidences of debt, to buy and sell bills of exchange, to examine and approve loans and discounts, to exercise authority regarding loans and discounts, and to exercise, when the Board is not in session, all of the powers of the Board that may lawfully be delegated. The Loan Committee shall keep minutes of its meetings, and such minutes shall be submitted at the next regular meeting of the Board of Directors at which a quorum is present, and any action taken by the Board with respect thereto shall be entered in the minutes of the Board.

C. Examinations Committee. The Examinations Committee shall be responsible for reviewing all reports of examination by any federal, state or local agency having jurisdiction over the Corporation's business and, with respect to such reports, recommend and establish such necessary or appropriate policies and procedures as it shall determine advisable in order to cause the Corporation to be in, or maintain, full compliance with all statutes, regulations and interpretations to which the Corporation is subject. Upon recommending and establishing such policies and procedures, the Examinations Committee shall supervise the implementation of such policies and procedures.

Section 11. Informal Action. Any action required or permitted to be taken at a meeting of the board of directors, or any action which may be taken at a meeting of the board of directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the directors, or all of the members of the committee, as the case may be, and included in minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

## ARTICLE IV

### OFFICERS

Section 1. Classes. The officers of the corporation shall be a president, one or more vice presidents, a cashier, a secretary, and such other officers, as may be provided by the board of directors and elected in accordance with the provisions of this article.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the board of directors at the first

meeting of the board of directors held after each annual meeting of shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed from office in the manner hereinafter provided.

Section 3. Removal. Any officer elected by the board of directors may be removed by the Board of Director's, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contractual rights.

Section 4. President. The president shall be the chief executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The President shall perform all duties normally incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 5. Vice President. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned by the president or by the board of directors.

Section 6. Cashier. If required by the Board of Directors, the cashier shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The cashier shall [a] have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and, [b] in general, perform all the duties normally incident to the office of cashier and such other duties as from time to time may be normally assigned by the president or the board of directors.

Section 7. Secretary. The secretary shall [a] keep the minutes of the shareholders' and of the board of directors' meetings in one or more books provided for that purpose; [b] see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; [c] be custodian of the corporate records and stock transfer books of the corporation; and, [d] in general, perform all duties normally incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

## ARTICLE V

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts and Agreements. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or agreement or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Orders, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

## ARTICLE VI

### CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as may be determined by the board of directors. Such certificates shall be signed by the president or vice president and by the secretary or an assistant secretary and may be sealed with the seal of the corporation or a facsimile thereof. All certificates surrendered to the corporation for transfer shall be cancelled, and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the corporation as the board of directors may prescribe.

Section 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the books of the corporation by the registered holder thereof or by his attorney authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX


AMENDMENT OF BYLAWS

The board of directors may alter, amend or rescind these bylaws, subject to the rights of the shareholders to repeal or modify such actions.

CERTIFICATE

It is hereby certified that on this date we are, respectively, the duly elected and qualified president and secretary of Citizens Bank & Trust Company, Burgin, Kentucky, and that on this 14th day of August, 1990, the foregoing Bylaws were adopted by unanimous action of the board of directors.

  
\_\_\_\_\_  
August 14, 1990, President

  
\_\_\_\_\_  
10-09-90, Secretary

Schedule 3 to Plan of Share Exchange

Board of Directors of Citizens  
Bank and Trust Company

Susan T. Barrington  
Dr. Charles E. Hatcher  
John E. Lear  
Jonnetta N. Lear  
Robert D. Thompson  
Giulford Waggener  
Dr. Frank Whalen, Jr.