

ARTICLES OF MERGER
OF
THE FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC.,
A KENTUCKY BANKING CORPORATION,
WITH AND INTO
PEOPLES BANK,
AN OHIO CHARTERED COMMERCIAL BANK

Pursuant to the provisions of KRS 271B.11-010 *et. seq.* of the Kentucky Business Corporation Act (the "KBCA"), The First Commonwealth Bank of Prestonsburg, Inc., a Kentucky banking corporation, and Peoples Bank, an Ohio chartered commercial bank, desiring to effect a merger (the "Merger"), hereby adopt the following Articles of Merger:

1. The name of the surviving business entity is Peoples Bank (the "Surviving Bank").
2. The name of the corporation not surviving the Merger is The First Commonwealth Bank of Prestonsburg, Inc. (the "Merging Bank").
3. The issued and outstanding Merging Bank shares of common stock shall be cancelled in accordance with that certain Agreement to Merge entered into between Merging Bank and Surviving Bank, dated as of April 12, 2019 (the "Plan of Merger"). As set forth in the Plan of Merger, the Merger is subject to and immediately follows the closing of the parent merger between Peoples Bancorp Inc. and First Prestonsburg Bancshares Inc.
4. The Plan of Merger did not require approval by the shareholders of the Surviving Bank.
5. Merging Bank has 150,000 shares of common stock authorized of which 85,882 shares are issued and outstanding. Each share of Merging Bank common stock was entitled to one vote on the Plan of Merger. There is no other voting group entitled to vote on the Plan of Merger. The Plan of Merger was approved by resolution adopted by the written consent of the sole shareholder of Merging Bank pursuant to which all of the shares entitled to vote on the Plan of Merger approved the Plan of Merger. The number of votes cast for the Plan of Merger by the sole shareholder pursuant to the written consent was sufficient for approval of the Plan of Merger.
6. The effective time and date of these Articles of Merger shall be April 12, 2019 at 11:59 p.m. Frankfort, Kentucky time.

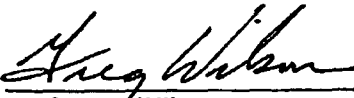
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EXAMINED AND APPROVED 4/11/19
DEPARTMENT OF FINANCIAL INSTITUTIONS
COMMONWEALTH OF KENTUCKY

C. Riggs for
COMMISSIONER
Charles A. Vice

IN WITNESS WHEREOF, each of the parties hereto has caused these Articles of Merger to be executed by an authorized individual.

THE FIRST COMMONWEALTH BANK OF
PRESTONSBURG, INC.

By: 
Name: Greg A. Wilson
Title: President and Chief Executive Officer

PEOPLES BANK

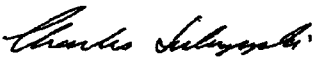
By: _____
Name: Charles W. Sulerzyski
Title: President and Chief Executive Officer

IN WITNESS WHEREOF, each of the parties hereto has caused these Articles of Merger to be executed by an authorized individual.

**THE FIRST COMMONWEALTH BANK OF
PRESTONSBURG, INC.**

By: _____
Name: Greg A. Wilson
Title: President and Chief Executive Officer

PEOPLES BANK

By: 

Name: Charles W. Sulerzyski
Title: President and Chief Executive Officer