

3-17-31
A-196181

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

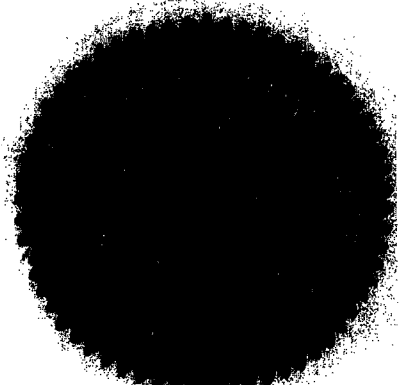
CERTIFICATE OF INCORPORATION

I, **FRANCES JONES MILLS**, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of
BOL BANK AND TRUST COMPANY

whose initial agent for process is **ORSON OLIVER**
500 WEST BROADWAY
LOUISVILLE, KENTUCKY 40201

and whose address is _____

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 **6TH** day of **OCTOBER**, 19**31**.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

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COMMONWEALTH OF KENTUCKY

SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF
BOL BANK AND TRUST COMPANY

275
Commonwealth of Kentucky

Chambers Hill
SECRETARY OF STATE

270731

The undersigned, acting as the incorporators of a banking and trust corporation under the corporation, banking and trust laws of the Commonwealth of Kentucky, hereby adopt the following Articles of Incorporation for such banking and trust corporation:

ARTICLE I

The name of the Corporation is "BOL Bank and Trust Company".

ARTICLE II

The purposes for which the Corporation is organized are:

1. To engage in any or all lawful business for which banking and trust corporations may be incorporated under the corporation, banking, and trust laws of the Commonwealth of Kentucky, and to exercise any and all powers that banking and trust corporations may now or hereafter exercise under said corporation, banking, and trust laws, whether or not specifically enumerated herein.
2. To act as agent, broker or attorney-in-fact for others for any purpose whatsoever.
3. To issue its notes, bonds or other evidences of indebtedness convertible into common stock or other securities of the Corporation.
4. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, sell, assign or otherwise dispose of, formulas, secret processes, distinctive marks, improvements, processes, trade names, trademarks, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters or patents, or issued by any country or authority, or otherwise; and to issue, exercise, develop and grant licenses in respect thereof or otherwise turn them to account.

5. To lend its funds or credit from time to time to such extent, to such persons, firms, associations, corporations, governments or subdivisions thereof, and on such terms and on such security, if any, or without security, as the Board of Directors of the Corporation may determine and as may be lawful, and to become a guarantor upon an obligation or contract of any other person, firm or corporation.

6. To be a promoter, partner, limited partner, member, associate or manager of any partnership, limited partnership, joint venture, trust or other enterprise, and to do all things necessary or proper in connection therewith as a natural person might or could do.

7. To acquire, in whole or in part, the assets, property, rights and goodwill of any corporation, association, partnership or individual and to assume and agree to pay the whole or any part of the liabilities and obligations of the transferor.

8. To promote, or to aid in any manner financially or otherwise, any corporation or association of which any stocks, bonds, or other evidences of indebtedness or securities are held directly or indirectly by the Corporation; and for this purpose to guarantee the contracts, dividends, stocks, bonds, notes and other obligations of such other corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such stocks, bonds or other evidences of indebtedness or securities.

9. To such extent as a banking and trust corporation organized under the laws of the Commonwealth of Kentucky may now or hereafter lawfully do, as principal or agent, alone or in connection with other corporations, firms or individuals, to do all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation, or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do, or to exercise under present corporation, banking, and trust laws of Kentucky or under any laws amendatory thereof, supplemental thereto, or substituted therefor; and to do any or all of the things hereinabove set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed as powers, as well as objects and purposes, and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the general powers of the Corporation nor the meaning of the general terms used in describing any such purposes and powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE III

The duration of the Corporation shall be perpetual.

ARTICLE IV

The total number of shares which the Corporation is authorized to issue is Thirty-Two Thousand (32,000) shares of Common Stock having a par value of Twelve Dollars and Fifty Cents (\$12.50) per share, which shares shall have one vote per share, shall have all voting power of the Corporation and shall be without distinction as to powers, preference and rights. The holders of the common stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

ARTICLE V

The affairs of the Corporation shall be managed and conducted by a Board of Directors. The number of directors shall be seven (7) unless otherwise determined by resolutions of the shareholders at their annual meeting or by the By-Laws.

The Board of Directors of the Corporation, to the extent not prohibited by law, may from time to time distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

The Board of Directors of the Corporation, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase shares of its own common capital stock to the full extent of its unreserved and unrestricted capital surplus, or any other surplus, available therefor.

ARTICLE VI

The Corporation shall indemnify its officers and directors, and shall advance expenses in connection with such indemnification, as provided in Section 271A.025 of the Kentucky Revised Statutes. Such indemnification shall not be deemed exclusive of any additional indemnification which the Board of Directors or the shareholders may deem advisable or of any rights to which those indemnified may be otherwise entitled. The directors of the Corporation may determine from time to time whether and to what extent to maintain insurance providing indemnification for officers or directors and such insurance need not be limited to the power of indemnification of the Corporation under the provisions of Section 271A.025.

ARTICLE VII

The number of directors constituting the initial Board of Directors is seven (7) and the names and addresses of the persons who are to serve as directors are shown below. Such persons will serve as directors until the first annual meeting of the shareholders and until their successors are elected and shall qualify:

Robert Adelberg
94 Valley Road
Louisville, KY 40204

Bertram W. Klein
6701 Shrader Lane
LaGrange, KY 40031

Stanley L. Atlas
1710 Devondale Drive
Louisville, KY 40258

Samuel H. Klein
6005 Orion Road
Louisville, KY 40222

Wendell Cherry
Speed Avenue and
Sulgrave Road
Louisville, KY 40205

Orson Oliver
8215 Paddington Drive
Louisville, KY 40222

Joe D. Holladay
2712 Sharon Way
Louisville, KY 40220

ARTICLE VIII

The address of the initial registered office of the Corporation is 300 West Broadway, Louisville, Kentucky 40201 and the name of the initial registered agent at such address is Orson Oliver.

ARTICLE IX

Robert Adelberg, Stanley L. Atlas, H. Wendell Cherry, Joe D. Holladay, Bertram W. Klein, Samuel H. Klein and Orson Oliver whose respective addresses are set forth above are the incorporators of the Corporation.

IN TESTIMONY WHEREOF, witness the signature of the incorporators, this 9th day of August, 1992.


Robert Adelberg


Stanley L. Atlas

Wendell Cherry


Joe D. Holladay


Bertram W. Klein


Samuel H. Klein


Orson Oliver

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

I, a Notary Public in and for the Commonwealth and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of BOL and Trust Company were this day produced before me in the Commonwealth and County aforesaid, and were signed and acknowledged by Stanley L. Atlas, Bartram W. Klein, Orson Oliver, Wendell Cherry, Joe D. Holladay, Samuel H. Klein and Robert Adelberg as the incorporators thereof, to be each such person's free act and voluntary deed.

IN TESTIMONY WHEREOF, witness my hand and notarial seal this 9th day of August, 1982.

My commission expires August 16, 1985.

(SEAL)

Sharon A. Kelly
Notary Public

This instrument was prepared by:

Ivan M. Diamond

Ivan M. Diamond
GREENBERG DOLL & McDONALD
3360 First National Tower
Louisville, Kentucky 40202
502/589-4200

EXAMINED AND APPROVED 10/6/82
DEPARTMENT OF REVENUE AND SECURITIES
COMMONWEALTH OF KENTUCKY
[Signature]
COMMISSIONER