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Trey Grayson
Secretary of State
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Fee Receipt: \$8.00

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

OF

PENNYROYAL INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That at a regular Board Meeting of the corporation held on the 19th day of August, 2004, at which a quorum was present, the following resolution was unanimously adopted:

RESOLUTION

WHEREAS Pennyroyal Industries, Inc. is indebted to Pennyroyal Mental Health-Mental Retardation Board, Inc. in the sum of \$241,979.00; and

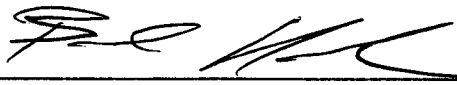
WHEREAS the Board has determined that the best interest of the clients and employees of Pennyroyal Industries, Inc. would be served if the assets and program of Pennyroyal Industries, Inc. were transferred to and operated by Pennyroyal Mental Health-Mental Retardation Board, Inc.;

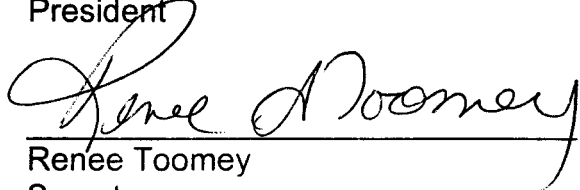
IT IS HEREBY RESOLVED as follows:

The President and Secretary are hereby authorized and directed to execute all necessary documents to transfer and sell to Pennyroyal Mental Health-Mental Retardation Board, Inc., a Kentucky non-profit corporation, all of the assets of the corporation including the right to use the name, "Pennyroyal Industries" in consideration of the cancellation of all indebtedness owed Pennyroyal Mental Health-Mental Retardation Board, Inc. by Pennyroyal Industries, Inc.; RESOLVED FURTHER that Article X of the Articles of Incorporation which was inserted by Amendment to the Articles of Incorporated dated 18 January 1968 is hereby deleted and removed from the Articles of Incorporation; RESOLVED FURTHER that the Board of Directors take appropriate steps to dissolve the corporation after the closing of the sale of assets of the corporation to Pennyroyal Mental Health-Mental Retardation Board, Inc.

Done this 6th day of Oct, 2004.

PENNYROYAL INDUSTRIES, INC.

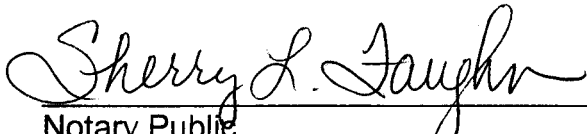
By: 
Brad Harralson, III
President


Renee Toomey
Secretary

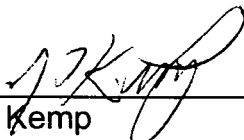
STATE OF KENTUCKY)
 : SCT.
COUNTY OF Caldwell)

Subscribed and acknowledged before me by Brad Harralson, III and Renee Toomey, President and Secretary, respectively, of Pennyroyal Industries, Inc., this 6th day of Oct, 2004.

My commission expires: 12-23-06


Notary Public

PREPARED BY:


J. Daniel Kemp
Kemp, Ison, Harton, Tilley & Holland
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