

# 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*

DONALD R. BAXTER, P.S.C.

*whose initial agent for process is*

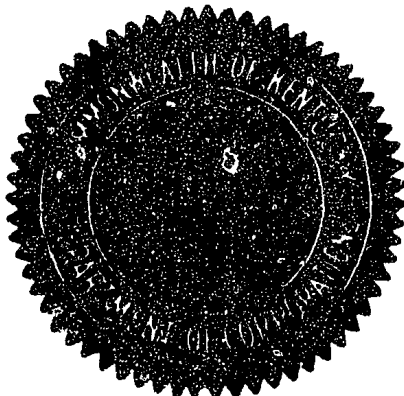
DONALD R. BAXTER

723 HURSTBOURN PARK

*and whose address is*

LOUISVILLE, KENTUCKY 40222

*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* 31<sup>TH</sup>  
*day of* DECEMBER, 1981

*Frances Jones Mills*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

DEC 31 1981

ARTICLES OF INCORPORATION  
OF  
DONALD R. BAXTER, P.S.C.

125.

*Donald R. Baxter*  
The undersigned, acting as an incorporator of a Professional Service Corporation organized under the provisions of 271A and 274 of the Kentucky Revised Statutes adopts the following Articles of Incorporation for such corporation:

ARTICLE I

237155

The name of the corporation is: Donald R. Baxter, P.S.C.

ARTICLE II

The corporate existence shall be of perpetual duration, unless sooner dissolved in a manner provided by law.

ARTICLE III

A. To engage in, conduct and carry on the practice of public accounting and to do all things appropriate for rendering the services required in conjunction therewith; and

B. To transact any and all lawful business for which Professional Service Corporations may be incorporated under Chapter 271A and 274 of the Kentucky Revised Statutes.

ARTICLE IV

The address of the registered office of the corporation in this state shall be 723 Hurstbourn Park, Louisville, KY 40222. The process agent of the corporation shall be Donald R. Baxter.

ARTICLE V

The total authorized number of shares of common stock of the corporation shall be One Thousand (1,000) shares of no par value, each of which shall be entitled to one vote upon all matters affecting the business or interests of the corporation. There shall be no other class or classes of stock. The shares of capital stock shall be non-assessable at all times and no stockholder shall be liable thereon beyond the liability of his subscription price.

ARTICLE VII

The name and address of the incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Donald R. Baxter	723 Hurstbourne Park Louisville, KY 40222

The names and addresses of the members of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Donald R. Baxter	723 Hurstbourne Park Louisville, KY 40222

ARTICLE VIII

The name and residents address of the sole original shareholder is Donald R. Baxter, 723 Hurstbourne Park, Louisville, KY 40222.

ARTICLE IX

The undersigned, Donald R. Baxter, states that he is the Incorporator, sole shareholder, sole director, and sole officer of the corporation and that he is duly licensed to practice the profession of a Certified Public Accountant in the Commonwealth of Kentucky.

IN WITNESS WHEREOF, I have hereunto affixed my signature, this 30th day of December, 1981.

*Donald R. Baxter*

DONALD R. BAXTER

STATE OF KENTUCKY )

COUNTY OF Franklin)

I, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles were this day produced before me by Donald R. Baxter, to me personally known, to be his free act and deed this 30th day of December, 1981.

*Beth H. Adams*  
NOTARY PUBLIC

My Commission Expires:

1/1/82

THIS DOCUMENT PREPARED BY:

*[Signature]*  
Barnett & Alagia  
1700 Kentucky Home Life Building  
P.O. Box 1179  
Louisville, KY 40201