

55314

# Commonwealth of Kentucky

## Department of State



### Office of Secretary of State

THELMA L. STOVALL, SECRETARY

### ARTICLES OF AMENDMENT

I, *THELMA L. STOVALL*, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

WHEELER & WILLIAMS HARDWARE COMPANY

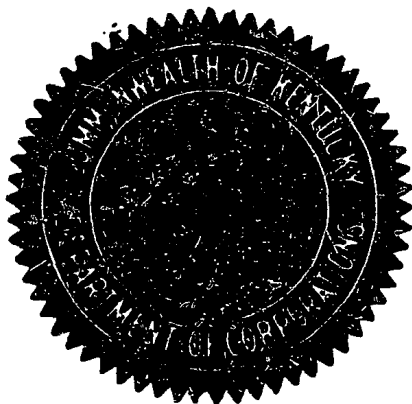
Ashland, Kentucky

have been amended pursuant to Articles of Amendment, duly signed and acknowledged according to law, this day filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.

Witness my official signature this 15th day

of December, 19 65.

*Thelma L. Stovall*  
Secretary of State



SECRETARY OF STATE

Assistant Secretary of State

AMENDED ARTICLES OF INCORPORATION

OF

WHEELER & WILLIAMS HARDWARE COMPANY, INC.

NO. 20200

51709 24.00

We, Charles D. Wheeler, President, and Julia Vaughan, Secretary of Wheeler & Williams Hardware Company, Inc., a Corporation created and organized under the laws of the State of Kentucky hereby certify that at the adjourned annual meeting of the stockholders of said corporation regularly held in accordance with the requirements of the law of said State, held at the office of the Company, in the City of Ashland, Kentucky on the 27th day of September, 1965, at 11:00 A. M., at which meeting more than a majority of the issued outstanding voting stock of such corporation being represented by the holders thereof, in person, by bodies corporate, or by proxy and voting for the following resolution, the same was duly and regularly adopted and passed to-wit:

Came Mrs. Julia Vaughan and presented the following motion and resolution and moved for its passage and adoption:

"BE IT RESOLVED AND ORDERED, by the Stockholders of Wheeler & Williams Hardware Company, Inc., in session duly assembled that Article X of the Amended Articles of Incorporation of the Company be further amended to change the annual meeting date from the first Friday in September of each year to the first Friday in February of each year and when so amended to be in words and figures as follows:

ARTICLE X

The affairs of the said corporation shall be conducted and managed by a board of not less than seven (7) nor more than fifteen (15) directors who shall have power to elect from among their number a president, an executive vice-president and two (2) vice presidents, and president of the board shall be the chief executive officer of the said corporation. The directors shall be elected in the first instance at the time and place in the City of Ashland, Boyd County, Kentucky, determined by the incorporators and after the commencement of business of the said corporation in the City of Ashland, County of Boyd, State of Kentucky, on the first (1st) Friday in February of each year, but called or special meetings of the Board of Directors or Stockholders may be held in the city of Ashland, Boyd County, Kentucky, upon notice.

The election of directors shall be by ballot and each of whom shall own in his own right not less than three (3) shares of capital stock of the Company.

The Board of Directors, shall, in addition to the officers above named, elect a secretary and a treasurer of the said corporation, who shall hold office for the terms prescribed in the bylaws, together with the president and vice-president, unless removed by a majority of the Board of Directors, and if a vacancy occurs, the Board shall have power to elect successors for the unexpired terms, and all officers and directors shall hold office until their successors are elected and qualified. Any officer may hold two (2) separate offices.

The Board of Directors shall have power to prescribe and adopt such bylaws and rules for the regulation and government of the corporation as shall be necessary for the conduct of the business, and which are not inconsistent with the laws of the State."

Said motion and resolution was seconded by Mrs. Dora Lois Wheeler and upon being put to a vote same carried unanimously.

Given under my hand and seal of the Company the 13th day of December, 1965.

WHEELER & WILLIAMS HARDWARE COMPANY

Charles D. Wheeler  
President

Mrs. Julia Vaughan  
Secretary

STATE OF KENTUCKY )  
COUNTY OF BOYD )

I, C. L. Keeton, a Notary Public in and for the State at Large, do certify that the foregoing certification was this day produced to me by Charles D. Wheeler, President, and Julia Vaughan, Secretary, of the Wheeler & Williams Hardware Company, Inc., and each acknowledged it to be the act and deed of said Company and their act and deed as President and Secretary thereof.

Given under my hand this 13th day of December, 1965.

ORIGINAL COPY  
FILED AND RECORDED

DEC 15 1965

Thomas L. Stovall  
SECRETARY OF STATE OF KENTUCKY  
Robert L. Stovall  
ASSISTANT SECRETARY OF STATE

C. L. Keeton  
NOTARY PUBLIC, STATE AT LARGE  
My Commission Expires February 3, 1969