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Ch. # 8000

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEILL-LAVIELLE SUPPLY COMPANY

MAY 27 4 21 PM '98

JOHN Y. BROWN III
S. 30-060

Pursuant to the provisions of KRS 271B.10-060 and 271B.10-070, the undersigned corporation executes these Amended and Restated Articles of Incorporation.

Handwritten signature

FIRST: The name of the corporation is Neill-LaVielle Supply Company.

SECOND: The text of the Amended and Restated Articles of Incorporation of the corporation is set forth in its entirety in Appendix A hereto, which is incorporated herein by reference.

CERTIFICATE

Pursuant to KRS 271B.10-070(4), the undersigned hereby certifies that the text of the Amended and Restated Articles of Incorporation contains amendments of the Corporation's Articles of Incorporation requiring shareholder approval, which approval was obtained on May 15, 1998, in the manner prescribed by the Kentucky Business Corporation Act. The designation, number of outstanding shares, number of votes entitled to be cast by the sole voting group entitled to vote separately thereon, and the number of votes indisputably represented at the meeting at which such Amended and Restated Articles of Incorporation were adopted are as follows:

<u>Designation</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes Entitled to be Cast by Sole Voting Group</u>	<u>Number of Votes Indisputably Represented at the Meeting</u>
Common	6,380	6,380	5,580

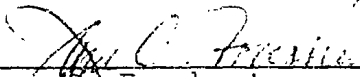
The number of votes cast in favor of the Amended and Restated Articles of Incorporation by the sole voting group entitled to vote thereon was 5,380 and was sufficient for approval by the sole voting group. These Amended and Restated Articles of Incorporation do not provide for a reclassification or cancellation of shares.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Amended and Restated Articles of Incorporation this 22 day of May, 1998.

NEILL LAVIELLE SUPPLY COMPANY

By: *Robert G. Pfeiffer*
Robert G. Pfeiffer Chairman

THIS INSTRUMENT PREPARED BY:



Jane C. Foushee
WYATT, TARRANT & COMBS
Citizens Plaza
Louisville, Kentucky 40202
(502) 589-5235

APPENDIX A

TEXT OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
NEILL-LAVIELLE SUPPLY COMPANY

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEILL-LAVIELLE SUPPLY COMPANY

ARTICLE I

The name of the corporation shall be "NEILL-LAVIELLE SUPPLY COMPANY."

ARTICLE II

The purpose for which the corporation is organized, the business which it shall be empowered to conduct, and the enterprises in which it may engage, shall include the following:

(a) To engage in the fabrication, manufacture, distribution, lease and sale, at wholesale and retail, of all types of power, transmission and other machinery, industrial supplies, steel, machine tools and general mill supplies.

(b) To purchase, lease, license, or otherwise acquire, to invest in, own, manage, exchange, hold, mortgage, pledge, sell, assign, transfer and convey, or otherwise dispose of, and to deal in and with, real and personal property of every class and description, and all interests therein, and all types of improvements used or useful in connection with any such enterprise.

(c) To borrow money and to issue its bonds, debentures or other obligations, and to secure such loans to it and said bonds, debentures and other obligations by pledge, mortgage, deed

of trust, assignment or otherwise, of any interest in its property or assets.

(d) To acquire, buy, sell, use, mortgage, pledge, transfer, or otherwise receive and dispose of, shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by, any other corporation or corporations organized under the laws of any state, and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

(e) To hold, collect and enforce, notes, contracts and choses in action; and to act as broker, agent and representative for the sale of all kinds of, and interests in, personal and real property.

(f) To purchase, hold, sell, and transfer shares of its own capital stock, subject to the limitations of the laws of Kentucky.

(g) To otherwise generally conduct a machinery and mill supply business and to do all things necessary and incident to the conduct of any business or activity set forth above, and in general to carry on any other lawful business whatsoever in connection with the foregoing or which may not be so connected, but which is calculated directly or indirectly to promote the interests of the corporation and to do all things which shall at any time appear conducive to or expedient for the benefit or protection of this corporation; and to transact any and all lawful business for which corporations may be incorporated under the "Kentucky Business Corporation Act," or any other applicable statutes.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The address of the registered office of the corporation is 1711 South Floyd Street, Louisville, Kentucky 40232-2740; the name and address of the process agent of the corporation at such office is Robert G. Pfeiffer; and the mailing address of the corporation's principal office is 1711 South Floyd Street, Louisville, Kentucky 40232-2740.

ARTICLE V

The total authorized capital of the corporation shall consist of Twenty Thousand (20,000) shares of common stock, of a Par Value of Fifty Dollars (\$50) per share, which shares shall have all voting power of the corporation.

ARTICLE VI

The affairs of the corporation shall be managed and conducted by a Board of Directors. At each annual meeting of stockholders, the stockholders, by a majority vote of those present in person or by proxy, may determine the number of directors, which shall never be less than one (1), nor more than eight (8). The number of directors so determined shall be elected at such meeting to serve for the ensuing year and until their successors shall have been elected and shall have accepted office. It shall not be necessary for a director to be a stockholder of the company. The directors elected at the last annual meeting of the stockholders

shall hold office until the next annual meeting of the stockholders.

The directors shall elect a President and Secretary, and may elect, or the Board of Directors may appoint, a Chairman, one or more Vice-Presidents, a Chief Financial Officer, a Treasurer and such other officers or assistant officers as may be provided for in the By-Laws of the corporation or by appropriate resolution of its Board of Directors. No officer need be a director or stockholder of the Corporation and any two of the offices may be combined in one person. All elected officers shall serve for a term of one year and until their respective successors shall have been elected and shall have accepted office; unless sooner removed in the manner provided in the By-Laws. All appointed officers shall hold office at the pleasure of the person or persons appointing them, except as the By-Laws may otherwise provide. The officers elected at the last annual meeting of the Board of Directors shall hold office until the next annual meeting of the Board of Directors. The duties of the officers and of the assistant officers shall be those prescribed by the By-Laws and those usually incident to such officers where the By-Laws fail to provide otherwise, or in the absence of any such provision in the By-Laws, those which may be assigned to them from time to time by the Board of Directors.

The annual meetings of the stockholders and directors shall be held at such times as shall be fixed by the By-Laws.

ARTICLE VII

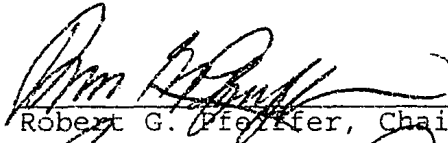
No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for a breach of his or her duties as a director except for liability: [1] for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation or its shareholders; [2] for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; [3] for voting for or assenting to distributions made in violation of the Kentucky Revised Statutes; or [4] for any transaction from which the director derived an improper personal benefit.

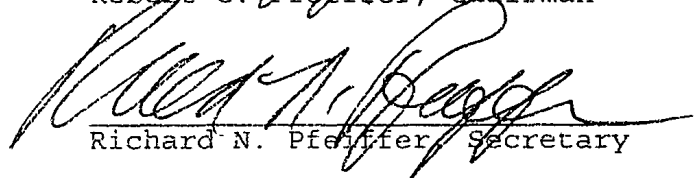
If the Kentucky Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification. This Article shall continue to be applicable with respect to any breach of duties by a director of the corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

ARTICLE VIII

The authority to make, amend and repeal By-Laws is expressly vested in the Board of Directors, subject to the power of the stockholders to change or repeal such By-laws, as provided by the laws of Kentucky.

IN TESTIMONY WHEREOF, witness the signatures of the Chairman of the Board and Secretary of the Corporation this 15th day of May, 1998.


Robert G. Pfeiffer, Chairman


Richard N. Pfeiffer, Secretary