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*ALSO ADMITTED IN WISCONSIN
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*ALSO ADMITTED IN TENNESSEE

September 12, 1996

RECEIVED

SEP 16 1996

SECRETARY OF STATE
COMMONWEALTH OF KY

Office of the Secretary of State
Commonwealth of Kentucky
P.O. Box 718
Frankfort, Kentucky 40602-0718

RE: Jefferson Farm Bureau Cooperative

Dear Sir or Madam:

Our client, Jefferson Farm Bureau Cooperative, recently received a Notice of Administrative Dissolution from your office, copy enclosed. After I spoke with Mr. Kevin Barnett of your office, and your review of the documents on file, you issued a Certificate of Existence, stating that the corporation's period of duration is perpetual. A copy of that Certificate is enclosed. We will therefore assume, unless you advise otherwise, that the Notice of Administrative Dissolution is withdrawn. Please advise if this assumption is incorrect.

For your reference, please be advised that the Jefferson Farm Bureau Cooperative, like other county farm bureaus, are controlled by special statutes that do not apply to most corporations. Under KRS 247.251, any county farm bureau incorporated prior to 1952, such as the Jefferson Farm Bureau, shall have its Articles of Incorporation construed as incorporating KRS 247.250, which lays out the proper contents for Articles of such organization. That statute states that "This corporation shall endure until terminated by operation of law." Thus, a farm bureau's Articles shall not be construed to establish a limited period of duration. This is, in effect, the same result achieved by your office's issuance of the Certificate of Existence recognizing a perpetual period of duration for this organization.

As we interpret the Certificate of Existence, no further action is required to establish the Jefferson Farm Bureau Cooperative's perpetual period of duration. Again, please advise me if this interpretation is incorrect. Otherwise, thank you very much for your assistance in this matter.

September 12, 1996
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Sincerely,

A handwritten signature in cursive script, appearing to read "Ch T Baxter". The signature is written in black ink and is positioned above the printed name.

CHARLES T. BAXTER

CTB:llr
Enclosure



COMMONWEALTH OF KENTUCKY
OFFICE OF THE SECRETARY OF STATE
P. O. Box 718
FRANKFORT, KY 40302-0718
September 6, 1996

JOHN Y. BROWN III
Secretary of State

FAK (502) 554-4075
CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

JEFFERSON FARM BUREAU COOPERATIVE
% William F. Dohn, Registered Agent
1316 Gardiner Lane
Louisville, KY 40213

NOTICE

- The above-named corporation is subject to administrative dissolution due to its period of duration stated in its articles of incorporation expiring.
- If the corporation's period of duration expires, the Secretary of State is required to serve the corporation with written notice, by mailing such notice to the corporation at its registered office address.
- If the corporation does not correct the grounds for administrative dissolution within sixty (60) days from the date of such notice, the Secretary of State must administratively dissolve the corporation.
- In order to avoid administrative dissolution, the corporation must file Articles of Amendment to the Articles of Incorporation to extend its duration for another period of years or a perpetual existence within sixty (60) days from the date of this notice.

[Profit Business Corporation for Articles of Amendment - See KRS 271B.10-020 thru KRS 271B.060]
[Nonprofit Corporation for Articles of Amendment - See KRS 273.261 thru 273.267]



IN THE NAME AND BY THE AUTHORITY OF THE



OFFICE OF THE SECRETARY OF STATE

DOMESTIC CORPORATION
CERTIFICATE OF EXISTENCE

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

JEFFERSON FARM BUREAU COOPERATIVE

is a corporation duly organized and existing under the laws of the Commonwealth of Kentucky, whose date of incorporation is AUGUST 20, 1946; and whose period of duration is PERPETUAL.

I further certify that all fees and penalties owed to the Secretary of State have been paid to date; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS Chapter 271B.16-220 or 273.3671 has been delivered to the Secretary of State on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 9TH day of SEPTEMBER, 1996.

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

KB