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ARTICLES OF MERGER OF
KENTUCKY STATE BANK OF SCOTTSVILLE
COMMERCIAL BANK OF DAWSON

DEC 30 4 05 PM '92

WITH AND INTO
TRANS FINANCIAL BANK, NATIONAL ASSOCIATION

[Handwritten Signature]

Pursuant to the provisions of KRS 271B.11-050, the undersigned do hereby execute the following Articles of Merger under the terms of which Kentucky State Bank of Scottsville and Commercial Bank of Dawson shall be merged with and into Trans Financial Bank, National Association, with Trans Financial Bank, National Association being the survivor:

1. Plan of Merger. The Plan and Agreement of Merger among Trans Financial Bank, National Association, Kentucky State Bank of Scottsville and Commercial Bank of Dawson, attached hereto as Exhibit A and incorporated by this reference as if fully set forth herein (the "Plan of Merger"), was approved by the shareholders of each of the constituent corporations in the manner prescribed by the Kentucky Business Corporation Act.

2. Date and Manner of Adoption.

A. The Plan of Merger was adopted by Trans Financial Bancorp, Inc. by unanimous written consent. Trans Financial Bancorp, Inc. owns all 241,226 issued and outstanding shares of the common stock of Trans Financial Bank, National Association. The number of votes cast for the Plan of Merger was sufficient for approval by the sole voting group.

B. The Plan of Merger was adopted by Dawson Springs Bancorp, Inc. by unanimous written consent. Dawson Springs Bancorp, Inc. owns all 50 issued and outstanding shares of the common stock of Kentucky State Bank of Scottsville. The number of votes cast for the Plan of Merger was sufficient for approval by the sole voting group.

C. The Plan of Merger was adopted by Dawson Springs Bancorp, Inc. by unanimous written consent. Dawson Springs Bancorp, Inc. owns all 40,000 issued and outstanding shares of the common stock of Commercial Bank of Dawson. The number of votes cast for the Plan of Merger was sufficient for approval by the sole voting group.

3. Effective Date. These Articles of Merger shall become effective on December 31, 1992 at 5:01 p.m.

IN WITNESS WHEREOF, the undersigned authorized representatives of Trans Financial Bank, National Association, Kentucky State Bank of Scottsville and Commercial Bank of Dawson do hereby execute these Articles of Merger this 17th day of December, 1992.

TRANS FINANCIAL BANK, NATIONAL ASSOCIATION

By Barry D. Bray
Barry D. Bray, President

KENTUCKY STATE BANK OF SCOTTSVILLE

By J. M. Hill
Title CHAIRMAN OF THE BOARD

COMMERCIAL BANK OF DAWSON

By Paul K. Turner
Paul K. Turner, Chairman of the Board

THIS INSTRUMENT PREPARED BY:

Jane C. Foushee
Jane C. Foushee
WYATT, TARRANT & COMBS
2800 Citizens Plaza
Louisville, Kentucky 40202
(502) 589-5235

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12-30-92
Edward A. Hatchett Jr.
Edward A. Hatchett Jr.

EXHIBIT A

**PLAN AND
AGREEMENT OF MERGER**

among

Trans Financial Bank, National Association

and

Kentucky State Bank of Scottsville

and

Commercial Bank of Dawson

under the charter of

Trans Financial Bank, National Association

under the title of

Trans Financial Bank, National Association

This agreement made between Trans Financial Bank, National Association (hereinafter referred to as "Trans Financial Bank"), a national banking association organized under the laws of the United States, being located at Bowling Green, County of Warren, in the Commonwealth of Kentucky, with a capital of \$2,412,260, divided into 241,226 shares of common stock, each of \$10.00 par value, surplus of \$22,400,000, and undivided profits, including capital reserves, of \$10,677,000 as of June 30, 1992, and Kentucky State Bank of Scottsville (hereinafter referred to as "Kentucky State Bank"), a banking corporation organized under the laws of the Commonwealth of Kentucky, being located at Scottsville, County of Allen, in the Commonwealth of Kentucky, with a capital of \$350,000 divided into 50 shares of common stock, each of \$7,000.00 par value, surplus of \$2,000,000, and undivided profits, including capital reserves, of \$1,191,000, as of June 30, 1992, and Commercial Bank of Dawson (hereinafter referred to as "Commercial Bank"), a banking corporation organized under the laws of the Commonwealth of Kentucky, being located at Dawson Springs, County of Hopkins, in the Commonwealth of Kentucky, with a capital of \$400,000 divided into 40,000 shares of common stock, each of \$10.00 par value, surplus of \$1,600,000, and undivided profits, including capital reserves, of \$870,000, as of June 30, 1992, each acting pursuant to a resolution of its board of directors, adopted by the vote of a majority of its directors, pursuant to the authority given by and in accordance with the provisions of the Act of November 7, 1918, as amended (12 USC 215) and KRS §289.915, witnesseth as follows:

Section 1.

Kentucky State Bank and Commercial Bank shall be merged into Trans Financial Bank under the Charter of the latter.

Section 2.

The name of the receiving association (hereinafter referred to as the "Association") shall be Trans Financial Bank, National Association.

Section 3.

The business of the Association shall be that of a national banking association. This business shall be conducted by the Association at its main office which shall be located at Bowling Green, Kentucky, and at its legally established branches.

Section 4.

The amount of capital stock of the Association shall be \$2,412,260, divided into 241,226 shares of common stock, each of \$10.00 par value, and at the time the merger shall become effective, the Association shall have a surplus of \$26,750,000, and undivided profits, including capital reserves, which when combined with the capital and surplus will be equal to the combined capital structures of the merging banks as stated in the preamble of this agreement, adjusted however, for normal earnings and expenses between June 30, 1992, and the effective time of the merger.

Section 5.

All assets as they exist at the effective time of the merger shall pass to and vest in the Association without any conveyance or other transfer. The Association shall be responsible for all of the liabilities of every kind and description, including liabilities arising from the operation of a trust department, of each of the merging banks existing as of the effective time of the merger.

Section 6.

One hundred percent (100%) of the presently outstanding 241,226 shares of common stock of Trans Financial Bank, each of \$10.00 par value, are owned by Trans Financial Bancorp, Inc. One hundred percent (100%) of the outstanding shares of common stock of Kentucky State Bank, each of \$7,000.00 par value, and one hundred percent (100%) of the outstanding shares of common stock of Commercial Bank, each of \$10.00 par value, are owned by Dawson Springs Bancorp, Inc. At the effective time of the merger, following receipt of the approval of the Board of Governors of the Federal Reserve of a merger between Trans Financial Bancorp, Inc.

and Dawson Springs Bancorp, Inc., one hundred percent (100%) of the outstanding shares of common stock of each of Kentucky State Bank and Commercial Bank shall be owned by Trans Financial Bancorp, Inc. The shares of Kentucky State Bank and Commercial Bank common stock issued and outstanding shall automatically be canceled, and the issued and outstanding common stock of the Association shall remain issued and outstanding, without any change or alteration in the ownership, voting rights or other rights. The \$350,000 representing the capital stock currently in the capital structure of Kentucky State Bank and the \$ 400,000 representing the capital stock currently in the capital structure of Commercial Bank will be transferred into surplus in the surviving Association, as represented in the Pro Forma Balance Sheet attached to the Application to Merge, at the effective time of the merger.

Section 7.

The present board of directors of Trans Financial Bank shall continue to serve as the board of directors of the Association until the next annual meeting or until such time as their successors have been elected and have qualified. The Association shall take appropriate steps to comply with the provisions of KRS § 287.915(2)(b).

Section 8.

Effective as of the time this merger shall become effective as specified in the merger approval to be issued by the Comptroller of the Currency, the Articles of Association of the resulting bank shall be in the form attached hereto as Exhibit A.

Section 9.

This agreement may be terminated by the unilateral action of the board of directors of any participant prior to the approval of the shareholders of the participant or by the mutual consent of the board of directors of all participants after any shareholder group has taken affirmative action. Since time is of the essence to this agreement, if for any reason the transaction shall not have been consummated by March 31, 1993, this agreement shall be terminated automatically as of that date unless extended, in writing, prior to this date by mutual action of the boards of directors of the participants.

Section 10.

This agreement shall be ratified by consent of Trans Financial Bancorp, Inc., the sole shareholder of Trans Financial Bank, and by consent of Dawson Springs Bancorp, Inc., the sole shareholder of each of Kentucky State Bank and Commercial Bank, in lieu of a shareholder's meeting of the banks; and the merger shall become

effective at the time specified in a merger approval to be issued by the Comptroller of the Currency of the United States.

WITNESS, the signatures and seals of the merging banks this 17th day of December, 1992, each set by its president or a vice president and attested to by its cashier or secretary pursuant to a resolution of its board of directors, acting by a majority:

Attest:

Trans Financial Bank, National Association

By: Barry D. Bray
Barry D. Bray, President

Kim Witherspoon
Secretary

(Seal of Bank)

STATE OF KENTUCKY)
) SS:
COUNTY OF WARREN)

On this 17th day of December, 1992, before me, a notary public for this state and county, personally came Barry D. Bray, as president, and Kim Witherspoon as secretary, of Trans Financial Bank, National Association, and each in his/her said capacity acknowledged this instrument to be the act and deed of the Bank and the seal affixed to it to be its seal.

WITNESS my official seal and signature this day and year.

(Seal of Notary)

Nancy M. Brand
Notary Public, State at Large, County
My commission expires 9/28/95

Attest:

Kentucky State Bank of Scottsville

Pete Turner
Secretary

By: *John M. Hall*
~~Robert D. Vance, Chairman~~
John M. Hall

(Seal of Bank)

STATE OF KENTUCKY)

) SS:

COUNTY OF HOPKINS)

On this 17th day of December, 1992, before me, a notary public for John M. Hall this state and county, personally came ~~Robert D. Vance~~, as chairman, and Pete Turner, as secretary, of Kentucky State Bank of Scottsville, and each in his/her said capacity acknowledged this instrument to be the act and deed of the Bank and the seal affixed to it to be its seal.

WITNESS my official seal and signature this day and year.

(Seal of Notary)

Joyce E. Wagner
Notary Public, Allen County
My commission expires 2893

Attest:

Commercial Bank of Dawson

Pete Turner
Secretary

By: *Paul K Turner*
~~Robert D. Vance, Chairman~~
PAUL K TURNER

(Seal of Bank)

STATE OF KENTUCKY)

COUNTY OF HOPKINS)

On this 17th day of December, 1992, before me, a notary public for Paul K Turner this state and county, personally came ~~Robert D. Vance~~, as chairman, and PETE TURNER as secretary, of Commercial Bank of Dawson, and each in his/her said capacity acknowledged this instrument to be the act and deed of the Bank and the seal affixed to it to be its seal.

WITNESS my official seal and signature this day and year.

Jayce E Wagner
Notary Public, Allen County
My commission expires 2-2-93

(Seal of Notary)

"Exhibit A"

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF**

THE CITIZENS NATIONAL BANK OF BOWLING GREEN

For the purpose of organizing an Association to carry on the business of banking under the laws of the United States the undersigned do enter into the following amended Articles of Association.

FIRST. The title of this Association shall be Trans Financial Bank, National Association.

SECOND. The main office of the Association shall in Bowling Green, Warren County, Kentucky. The general business of the Association shall be conducted at its main office and at its branches.

THIRD. The Board of Directors of this Association shall consist of not less than five (5) nor more than twenty-five (25), shareholders of the Association or of any company which has control over the Association within the meaning of the Bank Holding Company Act of 1954, as amended (such company being hereinafter referred to as "Holding Company"), the exact number of directors to be fixed and determined from time to time by resolution of the shareholders at any annual or special meeting thereof; provided, further, that the Board of Directors in any year between annual meetings of the shareholders may by vote of a majority of the full board, increase the number of directors by not more than two (2) and appoint directors to fill the vacancies thereby created, provided that the number of directors shall at no time exceed twenty-five (25). Each director shall own during the full term of his directorship a

minimum of One Thousand Dollars (\$1,000) equity interest in this Association or in a Holding Company. Any vacancy in the Board of Directors may be filled by action of the Board of Directors.

FOURTH. There shall be an annual meeting of the shareholders the purpose of which shall be the election of directors and the transaction of whatever other business may be brought before said meeting. It shall be held at the main office or other convenient place as the Board of Directors may designate, on the day of each year specified therefor in the bylaws, but if no election is held on that day, it may be held on any subsequent day according to such lawful rules as may be prescribed by the Board of Directors.

Nominations for election to the Board of Directors may be made by the Board of Directors or by any stockholder of any outstanding class of capital stock of the bank entitled to vote for election of directors. Nominations, other than those made by or behalf of the existing management of the bank, shall be made in writing and shall be delivered or mailed to the President of the Bank and to the Comptroller of the Currency, Washington, D.C., not less than fourteen (14) days nor more than fifty (50) days prior to any meeting of stockholders called for the election of directors; ~~provided, however,~~ that if less than twenty-one (21) days' notice of the meeting is given to shareholders, such nominations shall be mailed or delivered to the President of the Bank and to the Comptroller of the Currency not later than the close of business on the seventh (7th) day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholders: [a] the name and

address of each proposed nominee; [b] the principal occupation of each proposed nominee; [c] the total number of shares of capital stock of the bank that will be voted for each proposed nominee; [d] the name and residence address of the notifying shareholder; and [e] the number of shares of capital stock of the bank owned by the notifying shareholder. Nominations not made in accordance herewith may, in his/her discretion, be disregarded by the chairperson of the meeting, and upon his/her instructions, the vote tellers may disregard all votes cast for each such nominee.

FIFTH. The amount of capital stock of this Association shall be \$2,900,000.00 divided into 290,000 shares of common stock of the par value of Ten Dollars (\$10.00); but said capital stock may be increased or decreased from time to time, in accordance with the provisions of the banking laws of the United States.

No holder of shares of the capital stock of any class of the Association shall have any preemptive or preferential rights of subscription to any shares of any class of stock of the Association, whether now or hereafter authorized, or to any allegations convertible into stock of a corporation, issued, or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion may from time to time determine and at such price as the Board of Directors may from time to time fix.

The Association, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders.

SIXTH. The Board of Directors shall appoint one of its members President of this Association, who shall be Chairperson of the Board, unless the Board appoints another director to be the Chairperson. The Board of Directors shall have the power to appoint one or more Vice Presidents; and to appoint a Cashier and such other officers and employees as may be required to transact the business of this Association.

The Board of Directors shall have the power to define the duties of the officers and employees of the Association; to fix the salaries to be paid to them; to dismiss them; to require bonds from them and to fix the penalty thereof; to regulate the manner in which any increase of the capital of the Association shall be made; to manage and administer the business and affairs of the Association; to make all Bylaws that it may be unlawful for them to make; and generally to do and perform all acts that it may be legal for a Board of Directors to do and perform.

SEVENTH. The Board of Directors shall have the power to change the location of the main office to any other place within the limits of Bowling Green, Kentucky, without the approval of the shareholders but subject to the approval of the Comptroller of the Currency; and shall have the power to establish or change the location of the branch or branches of the Association to any other location, without the approval of the shareholders but subject to the approval of the Comptroller of the Currency.

EIGHTH. The corporate existence of this Association shall continue until terminated in accordance with the laws of the United States.

NINTH. The Board of Directors of this Association, or any three (3) or more shareholders owning, in the aggregate, not less than 10% of the stock of this Association, may call a special meeting of shareholders at any time; provided, however, that, unless otherwise provided by law, not less than ten (10) days prior to the date fixed for any such meeting, a notice of the time, place, and purpose of the meeting shall be given by first class mail, postage prepaid, to all shareholders of record of this Association at their respective addresses as shown by the books of the Association.

TENTH. Any person, his/her heirs, executors, or administrators, may be indemnified or reimbursed by the Association for reasonable expenses actually incurred in connection with any action, suit or proceeding, civil or criminal, to which he/she or they shall be made a party by reason of his/her being or having been a director, or officer, or employee of the Association or of any firm, corporation, or organization which he/she served in any such capacity at the request of the Association; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding as to which he/she shall finally be adjudged to have been guilty of or liable for gross negligence, wilful misconduct or criminal acts in the performance of his/her duties to the Association; and provided, further, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the holders

of record of a majority of the outstanding shares of the Association, or the Board of Directors, acting by vote of directors not parties to the same or substantially the same action, suit, or proceeding, constituting a majority of the whole number of directors and provided, further, that no person shall be so indemnified or reimbursed for expenses, penalties or other payments incurred in relation to an administrative proceeding or action instituted by an appropriate bank regulatory agency which proceeding or action results in a final order assessing civil money penalties or requiring affirmative action by an individual or individuals in the form of payments to the Association. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such persons, his/her heirs, executors, or administrators, may be entitled as a matter of law.

The Association may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its directors, officers and other employees to the extent that such indemnifications are allowed in the proceeding paragraph. Such insurance may, but need not, be for the benefit of all directors, officers, or employees.

ELEVENTH. These Articles of Association may be amended at any regular or special meeting of the shareholders by the affirmative vote of the shareholders or the holders of two-thirds (2/3) of the stock of this Association, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount.