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Commonwealth of Kentucky

Department of State



Office of Secretary of State

ELMER BEGLEY, SECRETARY

ARTICLES OF INCORPORATION

I, *ELMER BEGLEY*, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

LEIDINGER AND DEAL-NIDLETT, INC.

Louisville, Kentucky

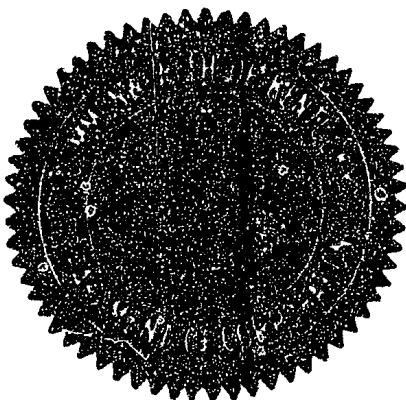
duly signed and acknowledged according to law, have this day been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid

Witness my official signature this 9th day

of May, 19 68.

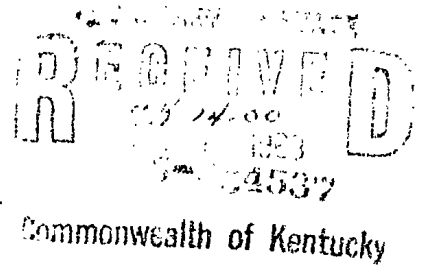
Elmer Begley
Secretary of State

Assistant Secretary of State



SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MEIDINGER AND SEAL - MIDWEST, INC.



KNOW ALL MEN BY THESE PRESENTS:

That we, J. DAVID GRISSOM and DAVID A. JONES, both of 200 West Broadway, Louisville, Jefferson County, Kentucky, do hereby associate for the purpose of forming a corporation under and by virtue of the laws of the Commonwealth of Kentucky and do hereby adopt the following Articles as and for its charter:

ARTICLE I

The name of the corporation shall be MEIDINGER AND SEAL - MIDWEST, INC.

ARTICLE II

The objects and purposes of the corporation shall be:

- (1) To engage in the business of offering consulting and actuarial services in the employee benefit field;
- (2) To acquire, hold, use, lease, sell or convey property, both real and personal, tangible and intangible.
- (3) To buy, sell, hold and otherwise deal in bonds, mortgages, notes, stocks, contracts, securities and other evidence of indebtedness.
- (4) To issue negotiable paper and other evidence of indebtedness, both secured and unsecured, and to mortgage or pledge its holdings, real and personal, as security, to negotiate

loans for others, to lend the corporation's credit and to guarantee and endorse and underwrite the obligations and contracts for other parties.

(5) To engage in all undertakings related to the foregoing particular purposes and in such other enterprises as may be authorized by the Board of Directors and not in violation of the laws of Kentucky.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The registered office of the corporation shall be located at 200 West Broadway, Louisville, Kentucky. The resident agent of the corporation shall be J. DAVID GRISSOM, 200 West Broadway, Louisville, Kentucky.

ARTICLE V

The total authorized number of shares of stock shall be ONE THOUSAND (1,000) shares without par value.

ARTICLE VI

There shall be but one class of stock, namely Common Stock, and all of the shares of stock shall be without distinction as to designations, powers, preferences, rights and qualifications. Holders of the capital stock of the corporation shall enjoy preemptive rights to acquire additional shares of capital stock.

ARTICLE VII

The corporation will begin business with a capital and surplus of not less than ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VIII

The names and address of the several incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
J. David Grissom	200 West Broadway, Louisville, Kentucky	50
David A. Jones	200 West Broadway, Louisville, Kentucky	50

ARTICLE IX

The affairs of the corporation shall be managed by a Board of Directors composed of seven (7) Directors.

ARTICLE X

The Board of Directors of the Corporation shall have full power to make determinations of value for services or property taken in consideration for shares as set forth in Kentucky Revised Statutes Section 271.195.

IN TESTIMONY WHEREOF, Witness our hands this 8th day of May, 1968.



J. DAVID GRISSOM



DAVID A. JONES

COMMONWEALTH OF KENTUCKY)
COUNTY OF JEFFERSON) SS

I, the undersigned Notary Public, in and for the Commonwealth and County aforesaid, do hereby certify that J. DAVID GRISSOM and DAVID A. JONES, personally appeared before me and acknowledged and delivered the foregoing Articles of Incorporation of MEIDINGER AND SEAL-MIDWEST, INC. to be the free act and deed of each of them.

Witness my hand and seal of office this 8th day of May, 1968.

My Commission expires May 25, 1971.

Richard M. Hollander
Notary Public, Jefferson County,
Kentucky

This instrument was prepared by J. David Grissom, JONES CHERRY GRISSOM & BOONE, 200 West Broadway, Louisville, Kentucky 40202

J. David Grissom

ORIGINAL COPY
FILED AND RECORDED
Shirley R. Bly
MAY 9 1968
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY
BY Shirley R. Bly
ASSISTANT SECRETARY OF STATE

JONES CHERRY GRISSOM & BOONE

PORTLAND FEDERAL BUILDING

200 W. BROADWAY

LOUISVILLE, KENTUCKY 40202

LAW OFFICES

504-9778

AREA CODE 606

CABLE ADDRESS

WENDAV

DAVID A. JONES
H. WENDELL CHERRY
J. DAVID GRISSOM
WILLIAM C. BOONE, JR.
JOHN H. HARDWICK, JR.

May 8, 1968

Office of the Secretary of State
Commonwealth of Kentucky
Frankfort, Kentucky

Attention: Mr. S. S. Lyon

Re: Meidinger & Seal-Midwest, Inc.

Dear Mr. Lyon:

Enclosed please find original and two copies of the Articles of Incorporation of Meidinger and Seal - Midwest, Inc. together with a check in the amount of \$10.00 payable to the Kentucky State Treasurer for organization tax and further, a check in the amount of \$4.00 payable to your office to cover the statutory filing fee.

We have heretofore organized Meidinger and Seal, Inc., a Kentucky corporation, which is doing business principally in Alabama and Mississippi and is doing no business in Kentucky. The same principals who organized Meidinger and Seal have organized Meidinger and Seal - Midwest, Inc. and this corporation will do business principally in the states of Kansas and Missouri and will do no business in Kentucky. Therefore there should be no problem about the similarity of names.

May 8, 1968
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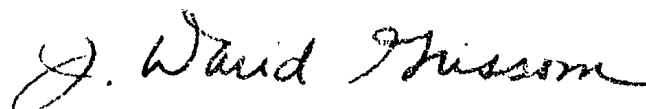
JONES CHERRY GRISSOM & BOONE

If you find everything to be in order, please file the original of these Articles and then return the two remaining copies to me for filing in the office of the Jefferson County Court Clerk.

Thanking you in advance for your attention to this matter, I remain

Sincerely,

JONES CHERRY GRISSOM & BOONE

A handwritten signature in cursive script that reads "J. David Grissom". The signature is written in dark ink and is positioned below the typed name of the firm.

J. David Grissom

JHG:ed

Encl.