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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

UNIVERSITY, INC.

Frankfort, Kentucky

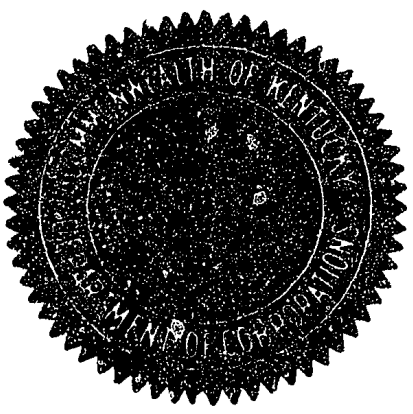
duly signed and acknowledged according to law, have this day been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid

Witness my official signature this 30th day

of November, 1968.

Elmer Begley
Secretary of State

Assistant Secretary of State



SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED

Thomas R. Collier

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Commonwealth of Kentucky

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

BY *Thomas R. Collier*
ASSEMBLY SECRETARY OF STATE

THE ARTICLES OF INCORPORATION OF
CRITTENDEN'S, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have associated and do hereby associate, for the purpose of forming a corporation under the laws of the State of Kentucky.

ARTICLE I

The corporation hereby proposed to be organized shall be named and known as Crittenden's, Inc., by which name it may contract and be contracted with, sue and be sued, adopt a corporate seal, and do all things necessary to the conduct of its business in the furtherance of its expressed purpose.

ARTICLE II

The purpose and nature of the business which is to be transacted, promoted and carried on by this corporation shall be to engage in the purchase and resale of articles of merchandise of any and all nature and description, and to buy, sell, convey, lease, pledge, mortgage, exchange, assign or otherwise acquire, hold and dispose of, handle and otherwise deal in and with real and personal property or any interest therein of whatever name, nature and description, and wherever the same may be situated, either within or without the State of Kentucky, and to exercise unlimitedly all rights and powers incident to the acquisition, holding or disposition of such interest; to lend money, credit or property to, guarantee or assume interests in, or contracts or obligations of, and otherwise and/or assist in any other manner corporations, associations and persons; to do all things necessary or desirable to protect or enhance directly or indirectly the value of any interest owned by the corporation or in which it may have any beneficial

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interests or rights; to borrow money, credit, or property, to make contracts, to incur obligations and to secure the same by mortgage or pledge of all or part of its assets or franchises; to act for others in any capacity or manner, to participate with others and to merge or consolidate with other concerns in any business, enterprise, or transaction which the company is authorized to engage in, in any manner and on any terms; and to do any and all further acts consistent with the purposes hereinbefore set forth, as now or hereafter authorized by law for a corporation, it being the intention that the enumeration of specific powers shall not operate to limit in any manner the general powers conferred upon corporations by the laws of the State of Kentucky.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The address, including street and number, of the registered office of this corporation is: Helmswood Center, Elizabethtown, Hardin County, Kentucky. The name and address of its resident agent is Reford H. Coleman; Faurest, Collier, Arnett, Hensley & Coleman, Attorneys At Law, 128 West Dixie Avenue, Elizabethtown, Kentucky.

ARTICLE V

The total number of shares of stock authorized to be issued and the authorized class thereof shall be ^{FIFTY} ~~one hundred~~ thousand shares of no par value stock. The voting power of such stock shall be one vote per share.

ARTICLE VI

The original issue of shares as authorized under these articles shall be without classification, restriction, limitation, or distinction as to the rights of the owners. In the event the corporation acts to authorize additional issue, beyond the

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original subscriptions, of unissued stock authorized by Article V, the original subscribers and incorporators shall have the right to exercise their pre-emptive right to a proportionate share before the stock is offered to another subscriber or an outsider.

ARTICLE VII

The amount of capital with which the corporation will begin business shall be one thousand dollars (\$1,000.00).

ARTICLE VIII

The names and addresses of the incorporators and the number of shares subscribed by each are:

Clyde H. Crittenden, 312 West Dixie Avenue,
Elizabethtown, Kentucky; 25 shares.

Edward J. Shaheen, 631 Cherrywood Drive, Elizabethtown,
Kentucky; 25 shares.

ARTICLE IX

Not less than three nor more than eleven directors of the corporation are to be elected at the first meeting of the shareholders, to be held as soon as practicable after the issuance of the certificate of incorporation.

ARTICLE X

The general officers of this corporation shall be a president, a vice president and a secretary and treasurer.

ARTICLE XI

The principal duties of such general officers shall be as provided for in the bylaws of the corporation. The Board of Directors may provide for the appointment of additional officers and agents, and may specify their principal duties in the bylaws of the corporation.

ARTICLE XII

The board of directors may from time to time by vote of a majority of its members make, alter, amend or rescind any of the bylaws of this corporation.

ARTICLE XIII

The board of directors shall decide on the design for a corporate seal and duly adopt the same by resolution.

ARTICLE XIV

The corporation shall begin the transaction of business upon the election of the first board of directors by the shareholders, the designated amount of capital having been paid in, and the certificate of incorporation theretofore issued and duly filed.

In Witness Whereof, We, the incorporators, have hereunto set our hands this 26 day of December, A.D. 1968.

I hereby certify that this instrument has been drafted by:

Ruford H. Coleman
Elizabethtown, Kentucky

Clyde H. Crittenden
Clyde H. Crittenden

Edward J. Shaheen
Edward J. Shaheen

Signed in the presence of:

Clyde H. Crittenden
Edward J. Shaheen

STATE OF KENTUCKY

COUNTY OF HARDIN

Personally came before me this 26 day of December, A.D. 1968 the above named Clyde H. Crittenden and Edward J. Shaheen, to me known to be the persons who executed the foregoing instrument, and acknowledged the same to be their free act and deed. Witness my signature and seal of office this 26 day of December, 1968.

Ruford H. Coleman
Notary Public, State of Kentucky At Large

MY COMM. EXP.: Nov. 5, 1972

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