

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC CORPORATIONS INTO

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that triplicate originals of Articles of Merger of

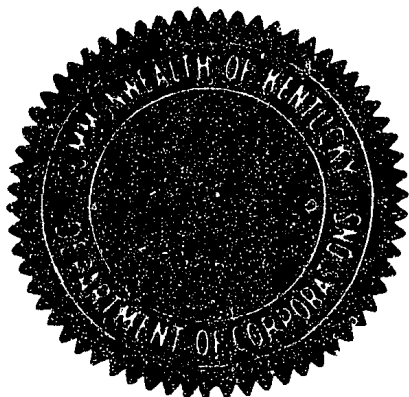
BEISINGER OUTFITTER COMPANY

a domestic corporation, into BEISINGER'S-SHEVILLY, INCORPORATED,
a domestic corporation, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of

BEISINGER OUTFITTER COMPANY

INTO BEISINGER'S-SHEVILLY, INCORPORATED Changing Name To BEISINGER'S, INC.



Witness my official signature and seal of office this 3RD
day of MARCH, 19 52, at Frankfort, Kentucky.

Frances Jones Mills
SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

PLAN AND AGREEMENT OF MERGER
OF

BENSINGER OUTFITTING COMPANY
INTO

BENSINGER'S-SHIVELY, INCORPORATED
AND

CHANGING NAME OF SURVIVING CORPORATION

TO

BENSINGER'S, INC.

Ky Corp.

SECRETARY OF STATE
RECEIVED

Ky Corp.

MAR 03 1982

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James J. Miller
SECRETARY OF STATE

COMMONWEALTH OF KENTUCKY

The Plan and Agreement of Merger, dated December 4, 1981, by and between Bensinger Outfitting Company and Bensinger's-Shively, Incorporated, both Kentucky corporations, of Louisville, Kentucky, evidences a plan and agreement to merge Bensinger Outfitting Company into Bensinger's-Shively, Incorporated and to change the name of the surviving corporation to "BENSINGER'S, INC."

The Board of Directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that the Bensinger Outfitting Company be merged into Bensinger's-Shively, Incorporated.

The total number of shares of stock which Bensinger's-Shively, Incorporated is authorized to issue is Ten Thousand (10,000) shares of common stock of the par value of One Hundred (\$100.00) dollars per share. There are issued and outstanding One Hundred Fifty (150) shares of the said stock, leaving as authorized but unissued Nine Thousand Eight Hundred and Fifty (9,850) shares of the said stock.

The total number of shares of stock which Bensinger Outfitting Company is authorized to issue is Ten Thousand (10,000) shares of common

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stock of the par value of One Hundred (\$100.00) dollars per share. There are issued and outstanding Five Thousand Six Hundred and Twenty-five shares of the said stock, leaving as authorized but unissued Four Thousand Three Hundred and Seventy-five (4,375) shares of the said stock.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Kentucky Revised Statutes 271A.355, that Bensinger Outfitting Company shall be merged into Bensinger's-Shively, Incorporated as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of Bensinger Outfitting Company into shares of Bensinger's-Shively, Incorporated, as hereinafter set forth.

SECTION 1. The Merger. Bensinger Outfitting Company and Bensinger's-Shively, Incorporated shall be merged into a single corporation in accordance with the applicable provisions of the laws of the Commonwealth of Kentucky, by Bensinger Outfitting Company merging into Bensinger's-Shively, Incorporated, which latter corporation shall be the Surviving Corporation (the "Merger").

SECTION 2. Effective Date. The Merger shall become effective as provided in the applicable laws of the State of Kentucky (the "Effective Date of the Merger").

SECTION 3. Effect of the Merger. At the Effective Date of the Merger:

(a) Bensinger's-Shively, Incorporated shall become the Surviving Corporation, and the separate existence of Bensinger Outfitting Company shall cease, except to the extent provided by the laws of the State of Kentucky in the case of a corporation after its merger with and into another corporation.

(b) The Surviving Corporation shall, without further transfer, succeed to and thereafter possess and enjoy all of the rights, privileges, immunities, powers and franchises, of a public as well as of a private nature, of each of the constituent corporations, and be subject to all of the restrictions, liabilities and duties of each of the constituent corporations; and all property, real, personal and mixed, of and all debts due to each of the constituent corporations on whatever account, and all things in action, and all and every other interest of, or belonging or due to, each of the constituent corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested by deed or otherwise in either of the constituent corporations shall not revert or be in any way impaired by reason of the Merger.

(c) All rights of creditors and all liens, if any, upon the property of either of the constituent corporations shall be preserved unimpaired by the merger, and all debts, liabilities, obligations and duties of either of the constituent corporations shall become the responsibility and liability of the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

(d) All corporate acts, plans, policies, arrangements, approvals and authorizations of Bensinger Outfitting Company, its shareholders, Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date of the Merger, shall be taken for all purposes as the acts, plans, policies, arrangements, approvals and authorizations of the Surviving Corporation and shall be effective and binding upon it as upon Bensinger Outfitting Company prior to the Effective Date of the Merger.

(e) Immediately upon this agreement of merger becoming effective, the shares of the constituent corporations shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of Bensinger's, Inc., as follows: Each share of the non-surviving corporation, Bensinger Outfitting Company, shall be converted into one share of the common stock of Bensinger's, Inc.

SECTION 4. Changes in Articles of Incorporation. The Articles of Incorporation of Bensinger's-Shively, Incorporated, amended only as set forth below, shall constitute the Articles of Incorporation of the Surviving Corporation, subject always to the right of the Surviving Corporation to amend its Articles of Incorporation in accordance with the laws of the State of Kentucky. Section 1 of the Articles of Incorporation of Bensinger's-Shively, Incorporated are hereby amended, effective at the Effective Date of the Merger, to read as follows: "Name. The name of the corporation is BENSINGER'S, INC."

SECTION 5. Changes in By-Laws of Surviving Corporation. The By-Laws of Bensinger's-Shively, Incorporated, amended only as set forth below, shall constitute the By-Laws of the Surviving Corporation until further altered, amended or repealed. Section 1 of the By-Laws of Bensinger's-Shively, Incorporated is hereby amended, effective at the Effective Date of the Merger, to read as follows: "Name. The name of the corporation is BENSINGER'S, INC. (hereinafter referred to as the 'Corporation')." "

SECTION 6. Directors. The names and addresses of the persons who shall constitute the Board of Directors of Bensinger's, Inc., at the Effective Date of the Merger, and who shall hold office until the first annual meeting of the shareholders of Bensinger's, Inc., following merger, or until his successor is elected and qualified, are as follows:

Charles N. Bensinger, Sr.	5409 Snow Hill Road Glenview, Kentucky 40025
Milton N. Oppenheimer	2403 Gray Fox Road Louisville, Kentucky 40205
Charles N. Bensinger, Jr.	1032 Whetstone Way Louisville, Kentucky 40223
Elvin C. Brock	9215 Reigate Court Louisville, Kentucky 40222
Joseph J. Kaplan	725 Marion E. Taylor Building Louisville, Kentucky 40202

SECTION 7. Officers. At the Effective Date of the Merger, each of the following persons shall hold the office of the Surviving Corporation listed beside his name below, each to serve until the next annual meeting of the Board of Directors or until his successor is chosen and qualified:

<u>Name</u>	<u>Office</u>
Charles N. Bensinger, Sr.	President
Milton N. Oppenheimer	Vice-President
Charles N. Bensinger, Jr.	Vice-President
Elvin C. Brock	Treasurer
Joseph J. Kaplan	Secretary

SECTION 8. Conversion of Shares. At the Effective Date of the Merger, the issued shares of Bensinger Outfitting Company shall cease to exist and the issued and outstanding shares of Bensinger Outfitting Company shall be converted on a one for one basis for the shares of the Surviving Corporation.

SECTION 9. Submission to Shareholders. This Agreement shall be submitted to the shareholders of the constituent corporations in the manner

provided by Kentucky Revised Statutes 271A-355 and 271A-365, and if the votes of shareholders of each such corporation representing fifty-one (51%) per cent of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall, take effect as the agreement of merger of the constituent corporations on the Effective Date of Merger as provided by the applicable statute of the Commonwealth of Kentucky.

IN WITNESS WHEREOF, each of the constituent corporations, pursuant to authority duly given by resolutions adopted by its Board of Directors has caused these presents to be executed in its name by its President and attested by its Secretary.

BENSINGER OUTFITTING COMPANY

By C. N. Bensinger, Jr.
President

ATTEST:

Jos. J. Naplan
Secretary

BENSINGER'S-SHIVELY, INCORPORATED

By C. N. Bensinger, Jr.
President

ATTEST:

Jos. J. Naplan
Secretary

A. Action by Kentucky Surviving Corporation, Bensinger's-Shively, Incorporated;

1. Action by Directors.

The Board of Directors of Bensinger's-Shively, Incorporated, acting by unanimous written consent effective November 11, 1981 adopted a resolution approving the Plan and Agreement of Merger and directing that it be submitted for approval or rejection to the shareholders of such corporation entitled to vote in respect thereof.

2. Action by Shareholder.

The sole shareholder of Bensinger's-Shively, Incorporated, acting by unanimous written consent effective December 4, 1981 authorized adoption of the Plan and Agreement of Merger by such corporation.

3. Compliance with Legal Requirements.

The manner of the adoption of the Plan and Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Kentucky statutes, the Articles of Incorporation and the By-Laws of Bensinger's-Shively, Incorporated.

B. Action by Merging Corporation, Bensinger Outfitting Company.

1. Action by Directors.

The Board of Directors, acting by unanimous written consent effective November 11, 1981 adopted a resolution approving the Plan and Agreement of Merger and directing that it be submitted for approval or rejection to the shareholders of such corporation entitled to vote in respect thereof.

2. Action by Shareholders.

The shareholders of Bensinger Outfitting Company, acting by unanimous written consent effective December 4, 1981 authorized adoption of the Plan and Agreement of Merger by such corporation.

3. Compliance with Legal Requirements.

The manner of the adoption of the Plan and Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Kentucky statutes, the Articles of Incorporation and the By-Laws of Bensinger Outfitting Company.

Dated as of this 4th day of December, 1981.

BENSINGER'S-SHIVELY, INCORPORATED

By C. H. Fennenga, Jr.
President

ATTEST:

Jan. J. Naplan
Secretary

WASHER, KAPLAN, ROTHSCHILD, ABERSON & MILLER
ATTORNEYS AT LAW
SUITE 725 MARION E. TAYLOR BUILDING
LOUISVILLE, KENTUCKY 40202

BEN F. WASHER (1894-1963)
JOSEPH J. KAPLAN
EDWARD A. ROTHSCHILD
LESLIE D. ABERSON
WILLIAM A. MILLER
NEIL A. BANKS
WILLIAM A. MILLER, JR.
ANTHONY A. WAITS
LAN M. GLASGOW

AREA CODE 502
TELEPHONES: 587-0541
584-5076

March 2, 1982

SUBURBAN OFFICE.
SUITE 709 HURSTBOURNE PARK
9200 SHELBYVILLE ROAD
426-8476

Mrs. Frances Jones Mills
Secretary of State
Commonwealth of Kentucky
Frankfort, Kentucky 40601

Re: Merger of Bensinger Outfitting Company
into Bensinger's-Shively, Incorporated
and change of name - Bensinger's, Inc.

Dear Mrs. Mills:

I enclose Plan and Agreement of Merger in the above matter, in triplicate originals, together with my check in the sum of \$15.00 for the filing fee and certificate.

Thank you for your assistance and attention.

Yours very truly,

Joseph J. Kaplan

JJK:ed
Enc.

SECRETARY OF STATE
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COMMONWEALTH OF KENTUCKY