

**ARTICLES OF INCORPORATION
OF
THE J W PATTERSON FOUNDATION, INC.**

The undersigned hereby incorporates a nonprofit corporation without capital stock or stockholders, under the provisions of KRS 273.161 et seq., and for that purpose adopts the following Articles of Incorporation:

Article 1.

Name of Corporation

The name of the corporation is The J W Patterson Foundation, Inc. (the "Corporation").

Article 2.

Purposes and Powers

2.1. Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of Article 2 of these Articles of Incorporation.

2.2. The objects and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:

(a) As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for those certain charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (references herein to sections or provisions of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections or provisions of any subsequent Federal tax laws) which are set forth in these Articles, in such manner (i) that no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

(b) As particular purposes in furtherance of, consistent with, and subject to, the general and controlling purposes set forth in of this Article 2:

(1) To be organized and operated as an organization described in section 501(c)(3) of the Code by reason of being organized and operated exclusively for the purpose of supporting charitable, scientific, literary, and educational purposes. In the furtherance of such objectives, the Corporation shall have the purposes, among other things, of developing and operating a perpetual fund to be used as may be deemed advisable by the Corporation's Board of Directors (but only in accordance with policies and procedures approved by the Internal Revenue Service when and if such approval is required under the Code or regulations promulgated with

respect thereto) in order to provide support, in furtherance of the charitable, scientific, literary or educational purposes.

(2) To organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, literary, or educational enterprises, activities and institutions as from time to time may be determined, selected, or decided upon by the Corporation's Board of Directors consistent with the purposes stated above.

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities and projects:

(1) To solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

(2) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(3) To give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(4) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property, or reinvest the proceeds thereof as herein permitted;

(5) To accept gifts, bequests, or devises of property of any kind which any individual, firm, corporation, or other entity may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(6) To borrow money and give security therefore by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(7) To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501(c)(3) of the Code;

(8) To the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of

Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants, and others in connection with the performance of any duty or trust arising under such agreement; and

(9) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky, or section 501(c)(3) of the Code.

2.3. Notwithstanding any other provision of these Articles of Incorporation, if, at any time, the Corporation shall be determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The Corporation shall not purchase nor retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

Article 3.

Duration

The Corporation shall have perpetual duration.

Article 4.

Members

There shall be no members of the Corporation.

Article 5.

Board of Directors

5.1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors.

5.2. The Board of Directors shall consist of such number of individuals as may be fixed in the Corporation's By-Laws; provided, however, that the Board of Directors shall not, in any event, consist of fewer than three (3) individuals.

5.3. The term of office of each director shall be as provided by the Corporation's By-Laws. Each director so elected shall hold office for said term and until his or her respective successor shall have been duly elected and shall have accepted office.

5.4. Directors may be removed from office during their term of office as provided in the Corporation's By-Laws.

5.5. The annual meetings of the Corporation's Board of Directors shall be held at such time and place as may be provided in the Corporation's By-Laws.

5.6. The duties and powers of the Board of Directors, committees, and officers of the Corporation shall, except as otherwise specifically provided herein or in the Corporation's By-Laws, be such as are usually incident to similar Boards of Directors, similar committees and similar officers, and in addition, shall be such as may be conferred upon said Board of Directors, upon such committees, or upon such officers by law, or by amendment to the Articles of Incorporation or By-Laws, or by appropriate corporate resolution.

Article 6.

Initial Board of Directors

6.1. The number of directors constituting the initial Board of Directors is three (3) and the names and mailing addresses of the persons who are to serve as directors are as follows, and each such director shall serve until the first meeting of the Board of Directors of the Corporation and until such director's successor in office is elected and shall qualify:

Elizabeth Coons, 6148 Ashgrove Road, Nicholasville, KY 40356

Jim L. Flegle, 4521 Bordeaux, Dallas, TX 75205

Cyrus Kiani, 6040 South 58 Street, Suite E, Lincoln, NE 68516

Article 7.

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 6148 Ashgrove Road, Nicholasville, Kentucky 40356. The name of the initial registered agent at such address is Joe Coons.

Principal Office

The address of the principal office of the Corporation is 6148 Ashgrove Road, Nicholasville, Kentucky 40356.

Article 8.
Distribution of Assets Upon Dissolution

If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

8.1. All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefore;

8.2. Assets held by this Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

8.3. Assets that have been received and are held by this Corporation subject to limitations permitting their use only for charitable, scientific, literary, religious, educational or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to (i) one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Code, (ii) the Federal government, or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law;

8.4. Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies, or organizations, organized under the laws of any State, that are exempt under section 501(c)(3) of the Code (including the Supported Organization if it then be exempt under section 501(c)(3) of the Code), (ii) the Federal government, or (iii) a State or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

8.5. Any assets not disposed of pursuant to the provisions of Article 8 set forth herein above shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Code (including the Supported Organization if it then be exempt under section 501(c)(3) of the Code).

Article 9.
Incorporator

Jim L. Flegle, whose address is 4521 Bordeaux, Dallas, Texas 75205, is the sole incorporator of the Corporation.

Article 10.
Indemnification of Directors, Officers.
Employees and Agents

10.1. To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article 2 of these Articles of Incorporation, the Corporation shall

indemnify each director, officer, employee or agent of the Corporation against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "Liability"), incurred by such director, officer, employee or agent in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director, officer, employee or agent is, or is threatened to be made, a party because such director, officer, employee or agent is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including, but not limited to, service with respect to employee benefits plans. A director, officer, employee or agent of the Corporation shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such director, officer, employee or agent to the Corporation also impose duties on or otherwise involve services by such director, officer, employee or agent to the plan or to participants in or beneficiaries of the plan.

10.2. To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article 2 of these Articles of Incorporation, the Corporation shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

10.3. The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article 10 with respect to any director, officer, employee or agent of the Corporation shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article 2 of these Articles of Incorporation (i) not be deemed exclusive of other rights, if any, to which such director, officer, employee or agent of the Corporation seeking such indemnification or advancement may be entitled under any By-Law, agreement, action of disinterested directors, or otherwise, as to any action by such director, officer, employee or agent in his or her official capacity as such or as to any action of such director, officer, employee or agent of the Corporation in any other capacity, (ii) continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and (iii) inure to the benefit of the heirs, executors, and administrators of such a person.

10.4. To the fullest extent authorized or permitted by, and in accordance with the provisions of, Kentucky Law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of Article 2 of these Articles of Incorporation, the Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a member, director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such director, officer, employee or agent in that capacity or arising from such director, officer, employee or agent's status as a director, officer, employee

or agent, whether or not the Corporation would have power to indemnify such director, officer, employee or agent against the same Liability under the provisions of this Article 10.

10.5. Any repeal or modification of this Article 10 by the Board of Directors shall not adversely affect any right or protection of a director, officer, employee or agent of the Corporation under this Article 10 with respect to any act or omission occurring prior to the time of such repeal or modification.

Article 11.

Elimination of Certain Liability of Directors

11.1. A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following:

(a) For any transaction in which such director's personal financial interest is in conflict with the financial interests of the Corporation;

(b) For acts or omissions not in good faith or which involve intentional misconduct or are known to such director to be a violation of law; or

(c) For any transaction from which such director derived an improper personal benefit. This Article 11 shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director may thereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

Article 12.

Private Property of Incorporator and Director

None of the private property of the incorporator or any director of the Corporation shall be subject to any of the Corporation's debts and liabilities.

Article 13.

Severability of Provisions

Except as may conflict with the provisions of Article 2 of these Articles of Incorporation, if any provision of these Articles of Incorporation or their application to any person or circumstances shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and, to this end, the provisions of these Articles of Incorporation are severable.

Article 14.

Amendments: By-laws

14.1. The Corporation's Articles of Incorporation may be amended in the manner provided by law.

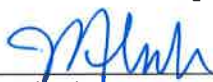
14.2. The Board of Directors shall adopt By-Laws for the Corporation, and the Board of Directors may change or revise such By-Laws at any time and from time to time.

IN TESTIMONY WHEREOF, witness the signature of the undersigned on this 28th day of August, 2012.



Jim L. Flegle
Incorporator

This instrument was prepared by:



Jim L. Flegle



COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings
Business Filings
PO Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Statement of Consent of Registered Agent
(Domestic or Foreign Business Entity)

CRA

Pursuant to the provisions of KRS 14A and KRS Chapter 271B, 273, 274, 275, 362 or 386, the undersigned applicant consents to act as registered agent on behalf of the business entity named below and, for that purpose, submits the following statements:

1. The business entity is
☒ a corporation (KRS 271B, KRS 273 or KRS 274)
☐ a limited liability company (KRS 275)
☐ a limited partnership (KRS 362)
☐ a limited liability partnership (KRS 362)
☐ a business trust (KRS 386)
2. The name of the business entity is J W Patterson Foundation, Inc.
3. The state or country of incorporation, organization or formation is Kentucky
4. The name of the initial registered agent is Joe E Coons
5. The street address of the registered office address in Kentucky is:
6148 Ashgrove Road Nicholasville Kentucky 40356
Street Address (No Post Office Box Numbers) City State Zip Code
6. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is (Delayed effective date and/or time)

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.


Signature of Registered Agent

Joe E Coons
Printed Name

Agent
Title