

Name

The Corporation's name shall be Western Holding Corporation.

ARTICLE II

Duration

The Corporation's duration shall be perpetual.

ARTICLE III

Purposes

The Corporation's purposes shall be to transact any and all lawful business for which corporations may be incorporated under the Kentucky Business Corporation Act ("KBCA").

ARTICLE IV

Authorized Shares

The total number of shares that the Corporation shall have the authority to issue is 50,000 shares, which shares shall be designated Common Shares and be without distinction as to powers, preferences and rights, including liquidation and distributions, except that the initial 10,000 shares issued shall be entitled to 1.5 votes per share. All additional shares issued shall have one vote per share, unless additional votes are assigned by a majority vote of the Board of Directors.

ARTICLE VI

Registered Officers; Registered Agent

The street address of the initial registered office of the Corporation is 500 W. Jefferson Street Suite 1510, Louisville, Kentucky 40202, and the name of the registered agent at such office is Thomas F. Buetow

ARTICLE VII

Principal Office

The mailing address of the principal office of the Corporation is 500 W. Jefferson Street Suite 1510, Louisville, Kentucky 40202.

ARTICLE VIII

Indemnification and Insurance

A. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the KBCA, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expenses, liability and losses (including attorney's fees, judgements, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee

officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

B. Right of Claimant to Bring Suit. If a claim under paragraph A of this Article VII is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the KBCA for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the KBCA, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

C. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, Bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

D. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation,

A. **Scope of Limitation.** A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his or her duty as a director, unless such act or omission (i) relates to a transaction in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its Shareholders; (ii) is not in good faith or involves intentional misconduct or is known to the director to be in violation of law; (iii) is a vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or (iv) relates to a transaction from which the director derives an improper personal benefit.

B. **Amendment of KBCA.** If the KBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the KBCA, as so amended, and without the necessity for further shareholder action in respect hereof.

C. **Repeal of Modification.** Any repeal or modification of this Article IX by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X

Shareholder Action Without a Meeting

Any action, except the election of directors, required or permitted by the Kentucky Business Corporation Act to be taken at a shareholders meeting may be taken without a meeting and without prior notice, except as provided below, if the action is taken by shareholders entitled to vote on the action representing not less than 80% of the votes entitled to be cast. Any action taken pursuant to the authority of this Article X shall be evidenced by one or more written consents describing the action taken, signed by the shareholders taking the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Any action taken under the authority of this Article X shall be effective when consents representing the votes necessary to take the action are delivered to the Corporation, or upon delivery of the consents representing the necessary votes, as of a different date if specified in the consent. Any shareholder giving a consent may revoke the consent by a writing received by the Corporation prior to the time that consents representing the votes required to take the action have been delivered to the Corporation, but may not do so thereafter. Prompt notice of the taking of any action by shareholders without a meeting pursuant to the authority of this Article X by less than

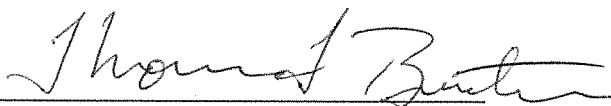
proposed action would have been submitted to the shareholders for action.

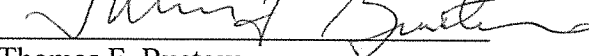
ARTICLE XI

Incorporator

Thomas F. Buetow, whose address is 500 W. Jefferson Street Suite 1510, Louisville, Kentucky 40202, is the incorporator of the Corporation.

IN TESTIMONY WHEREOF, witness the signature of the incorporator of Western Holding Corporation, this 18th day of July, 2012.


Thomas F. Buetow, Incorporator


Thomas F. Buetow

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