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PAOI**Alison Lundergan Grimes**
Kentucky Secretary of State

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ARTICLES OF INCORPORATION
OF
WYCOMBE CAPITAL CORPORATION

The undersigned incorporator hereby forms a corporation in accordance with the provisions of the Kentucky Business Corporation Act ("Act"), and hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is Wycombe Capital Corporation.

ARTICLE 2

SHARES

The aggregate number of shares of stock of all classes which the corporation shall have authority to issue is 1,000 shares, all of which shall be common stock of the same class, without par value, and entitled to one vote per share.

ARTICLE 3

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office is 110 West Main Street, Louisville, Kentucky 40202-3356, and the name of the initial registered agent at such address is BT Services, LLC.

ARTICLE 4

PRINCIPAL OFFICE

The mailing address of the principal office of the corporation is 10500 Shadow Ridge Lane, Apartment 104, Louisville, Kentucky 40241-5400.

ARTICLE 5

INDEMNIFICATION OF DIRECTORS AND OFFICERS

5.1 **Indemnification.** To the fullest extent permitted by, and in accordance with the provisions of, the Act, the corporation shall indemnify each director or officer of the corporation against reasonable expenses (including reasonable attorneys' fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively, "Liability"), incurred by such person in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, and whether formal or informal) to which such person is, or is threatened to be made, a party because such person 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, partner, member, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to employee benefit plans. A director or officer shall be considered to be serving an employee benefit plan at the corporation's request if such person's duties to the corporation also impose duties on or otherwise involve services by such person to the plan or to participants in or beneficiaries of the plan.

5.2 Reimbursement of Expenses. To the fullest extent authorized or permitted by, and in accordance with the provisions of, the Act, the corporation shall pay or reimburse reasonable expenses (including reasonable attorneys' fees) incurred by a director or officer who is a party to a proceeding in advance of final disposition of such proceeding.

5.3 Indemnification Provision Not Exclusive. The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under the Bylaws, any agreement or action of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the corporation, shall continue as to a person who has ceased to be a director or officer of the corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 6

ELIMINATION OF CERTAIN LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of such person's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for gross negligence or willful malfeasance. This Article 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 thereafter ceases to be a director and shall inure to the personal benefit of such person's heirs, executors and administrators.

ARTICLE 7

SHAREHOLDER ACTION WITHOUT A MEETING

Pursuant to Section 271B.7-040 of the Act, any action of the shareholders, except the election of directors, required or permitted to be taken at a shareholders' meeting may be taken without a meeting and without prior notice if the action is taken by shareholders entitled to vote on the action representing not less than eighty percent (80%) of the votes entitled to be cast. Notwithstanding the foregoing, prompt notice of the taking of such action shall be given to those shareholders entitled to vote on the action who have not consented in writing.

ARTICLE 8

INCORPORATOR

The name and mailing address of the incorporator are BT Services, LLC, 110 West Main Street, Suite 200, Louisville, Kentucky 40202-3356.

IN WITNESS WHEREOF, the undersigned incorporator hereby executes these Articles of Incorporation and acknowledges this to be the incorporator's act and deed this January 24, 2014.

BT SERVICES, LLC

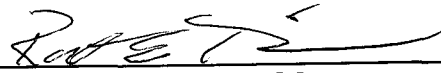
By: _____

Robert E. Thieman, Manager

CONSENT OF REGISTERED AGENT

The undersigned, having been named in these Articles of Incorporation as the registered agent of the corporation, hereby consents to serve in that capacity.

BT SERVICES, LLC

By: 
Robert E. Thieman, Manager