

**ARTICLES OF INCORPORATION**

**OF**

**GOLDSMITH STAFFING, INC.**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being the sole incorporator of the above named entity hereby proposes to form a business corporation pursuant to the Kentucky Business Corporation Act, Chapter 271B of the Kentucky Revised Statutes and files the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be GOLDSMITH STAFFING, INC., hereinafter referred to as "the corporation".

**ARTICLE II**

The Corporation hereby is authorized and empowered to issue a total of one thousand (1,000) voting common shares, having no par value each. Provided, however, no shareholder shall have preemptive rights.

**ARTICLE III**

The street address of the Corporation's initial registered office is 3600 Goldsmith Lane, Louisville, KY 40232 and the name of its initial registered agent at that office is Vincent F. Heuser, Jr.

**ARTICLE IV**

The mailing address of the corporation's principal office is 3600 Goldsmith Lane, Louisville, Kentucky 40220.

**ARTICLE V**

The name and mailing address of the incorporator is Vincent F. Heuser, Jr., 3600 Goldsmith Lane, Louisville, Kentucky 40220.

## **ARTICLE VI**

The duration of the Corporation is perpetual.

## **ARTICLE VII**

To the fullest extent permitted by, and in accordance with the provisions of, the Kentucky Business Corporations Act ("Act"), the Corporation shall indemnify each director or officer of the Corporation against expenses (including 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 director or officer in connection with defending any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which such director or officer is, or is threatened to be made, a party because such director or officer 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, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans.

The indemnification against Liability and advancement of expenses granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled.

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.

## **ARTICLE VIII**

To the fullest extent permitted by law a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of director's duties as a director. This Article XI shall continue 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 insure to the personal benefit of such director's heirs, executors and administrators.

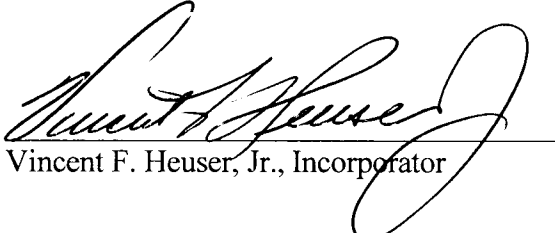
**ARTICLE IX**

If any provisions of these Articles shall be held invalid by a Court of competent jurisdiction, the invalidity shall not affect other provisions or application 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 X**

The purposes for which the Corporation is organized include the transaction of all lawful business permitted to be engaged in by all Kentucky business corporations incorporated under Chapter 271B of the Kentucky Revised Statutes.

IN WITNESS WHEREOF, the incorporator has affixed his signature this 28<sup>th</sup> day of May, 2014.

  
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Vincent F. Heuser, Jr., Incorporator