

ARTICLES OF INCORPORATION
OF
WAYCROSS HOLDINGS, INC.

ARTICLE I

Name

The name of the Corporation shall be "Waycross Holdings, Inc."

ARTICLE II

Duration

The Corporation's duration shall be perpetual.

ARTICLE III

Authorized Shares

The Corporation shall have authority to issue 1,000 shares.

ARTICLE IV

Registered Office and Agent

The Corporation's initial registered agent is Benjamin H. Thomas. The street address of the Corporation's initial registered office shall be 401 W. Main Street, Suite 2100, Louisville, Kentucky 40202.

ARTICLE V

Principal Office

The mailing address of the Corporation's principal office shall be 401 W. Main Street, Suite 2100, Louisville, Kentucky 40202.

ARTICLE VI

Initial Directors

The name and mailing address of the individual who will serve as the Corporation's initial director is:

Benjamin H. Thomas
401 W. Main Street, Suite 2100
Louisville, Kentucky 40202

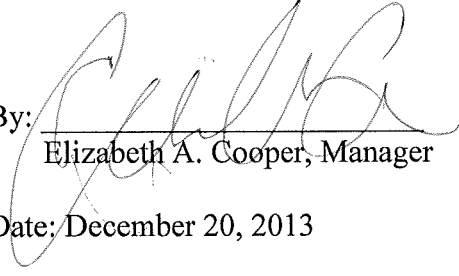
ARTICLE VII

Incorporator

The name and mailing address of the incorporator is: FBT LLC, 400 W. Market Street, 32nd Floor, Louisville, Kentucky 40202-3363.

FBT LLC, Incorporator


By:


Elizabeth A. Cooper, Manager

Date: December 20, 2013

**CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
WAYCROSS HOLDINGS, INC.**

The undersigned hereby consents to serve as the initial registered agent for Waycross Holdings, Inc. (the "Corporation"), as contemplated by the Corporation's Articles of Incorporation.



Benjamin H. Thomas