

ARTICLE __. Limitation of Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for a breach of the director's duties as a director except for liability: [1] for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation or its shareholders; [2] for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; [3] for voting for or assenting to distributions made in violation of the Kentucky Revised Statutes; or [4] for any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are hereafter 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 Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification. This Article shall continue to be applicable with respect to any 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 director's heirs, executors and administrators.

J Clint Martin

J Clint Martin, Registered Agent

J Clint Martin

J Clint Martin, Sec/Treasurer