

ARTICLES OF INCORPORATION
OF
CNC MERGER SUB, INC.

ARTICLE I
Name

The Corporation's name shall be CNC Merger Sub, Inc.

ARTICLE II
Authorized Shares

The Corporation shall have authority to issue 100 shares of no par common stock
("Common Stock").

ARTICLE III
Registered Office and Agent

The street address of the Corporation's initial registered office shall be 620 Broadway,
Paintsville, Kentucky 41240. The name of the Corporation's initial registered agent at that office
shall be V. Burton Bellamy.

ARTICLE IV
Principal Office

The mailing address of the Corporation's principal office shall be 620 Broadway,
Paintsville, Kentucky 41240.

ARTICLE V
Board of Directors

The Board of Directors of the Corporation, other than the initial Board of Directors, shall
consist of the number of directors fixed in accordance with the Corporation's bylaws.

ARTICLE VI
Limitation of Director Liability

(a) Except as otherwise provided by Article 6(b) below, no director of the
Corporation shall have any personal liability to the Corporation or its shareholders for
monetary damages for breach of his duties as a director.

(b) Nothing in Article 6(a) above shall be deemed or construed to eliminate or limit
the liability of a director for:

1. Any transaction in which the director's personal financial interest is in

conflict with the financial interests of the Corporation or its shareholders;

2. 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. Any vote for or assent to an unlawful distribution to shareholders prohibited under KRS 271B.8-330 (or under any corresponding provision of the Kentucky Business Corporation Act, as amended from time to time); or
4. Any transaction from which the director derived an improper personal benefit.

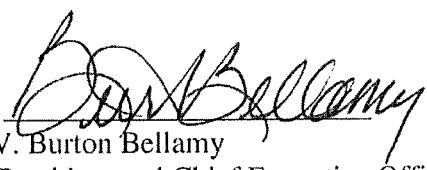
ARTICLE VII **Indemnification of Executive Officers and Directors**

Each person who is or becomes an executive officer or director of the Corporation shall be indemnified and advanced expenses by the Corporation with respect to all threatened, pending or completed actions, suits or proceedings in which that person was, is or is threatened to be made a named defendant or respondent because he is or was a director or executive officer of the Corporation. This Article obligates the Corporation to indemnify and advance expenses to its executive officers or directors only in connection with proceedings arising from that person's conduct in his official capacity with the Corporation and to the extent permitted by the Kentucky Business Corporation Act, as amended from time to time. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which directors and executive officers may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise.

ARTICLE VIII **Incorporator**

The name and mailing address of the incorporator is: Citizens National Corporation; 620 Broadway, Paintsville, Kentucky 41240.

CNC MERGER SUB, INC.

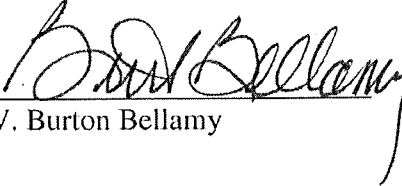
By: 
V. Burton Bellamy
President and Chief Executive Officer

Date: August 12, 2014

**CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
CNC MERGER SUB, INC.**

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

V. Burton Bellamy



V. Burton Bellamy