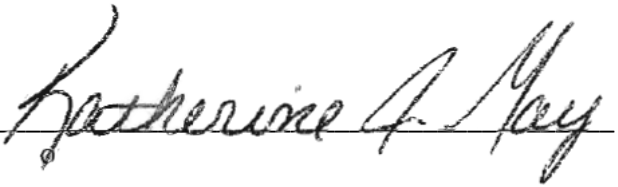


ACCEPTANCE OF POSITION OF DIRECTOR
OF
KV ENTERPRISES, INC.

The undersigned, who is the individual designated in the Articles of Incorporation of KV ENTERPRISES, INC., a Kentucky corporation, as the person constituting the president of the Board of Directors of said corporation, hereby accepts her position as a member of the Board of Directors of said corporation.

Executed this 12 day of September, 2012



**WAIVER OF NOTICE OF ORGANIZATION MEETING OF
BOARD OF DIRECTORS**

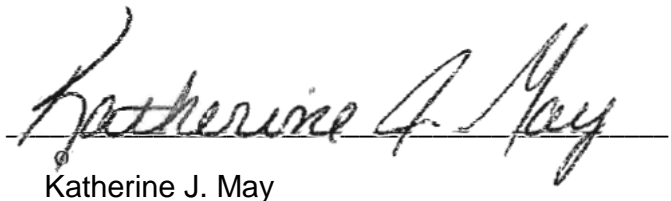
OF

KV ENTERPRISES, INC.

The undersigned, constituting all of the members of the first Board of Directors of KV ENTERPRISES, INC., a Kentucky corporation, as named in the Articles of Incorporation of said corporation, hereby severally waive notice of the time and place of the organization meeting of such Board of Directors, and consent to the holding of such meeting at the offices of the corporation on the 12 day of September, 2012 for the following purposes:

1. To complete the organization of the corporation.
2. To adopt a Code of By-Laws for the corporation.
3. To elect the officers of the corporation.
4. To approve the issuance of 100 shares of the common stock of the corporation.
5. To designate a depository for the funds of the corporation and the persons authorized to sign checks, notes and other instruments and to negotiate loans on behalf of the corporation.
6. To authorize the payment of the organization expenses of the corporation.
7. To transact such other business as may properly come before this meeting.

Executed this 12 day of September, 2012.


Katherine J. May

MINUTES OF ORGANIZATION MEETING OF BOARD OF DIRECTORS
OF
KV ENTERPRISES, INC.

The organization meeting of the Board of Directors of KV ENTERPRISES, INC. was held at the offices of the Corporation, on the 12 day of September, 2012, pursuant to waiver of notice and consent signed by the sole member of the initial Board of Directors. Katherine J. May, the president of the Board of Directors was present at such meeting. Katherine J. May was designated to act as Chairman and Secretary.

The Chairman presented to the meeting the Articles of Incorporation of the Corporation as signed by the named incorporator, and which are being filed with the Secretary of State of Kentucky. After examination of said Articles, it was directed that the original of said Articles and the Certificate of Incorporation be inserted in the permanent minute book of the Corporation.

The Chairman then reported that the written acceptance of the position of a member of the Board of Director of the Corporation had been executed by Katherine J. May, the person named in the Articles of Incorporation as the president of the initial Board of Directors. After examination, it was directed that the original be inserted in the permanent minute book of the Corporation.

The next order of business was consideration and adoption of the Code of By-Laws of the Corporation. The Chairman presented to the meeting a draft of the Code of By-Laws proposed for adoption as the By-Laws of the Corporation. After review of the provisions of the proposed By-Laws and discussion thereof, the following resolution was adopted:

RESOLVED: That the draft Code of By-Laws as presented to this meeting is hereby adopted as the Code of By-Laws of KV ENTERPRISES, INC. and the Secretary is hereby directed to cause such Code of By-Laws to be inserted in the permanent minute book of the Corporation and to initial each page of such Code of By-Laws for identification.

The Board of Directors then proceeded to the matter of election of officers of the Corporation. The following persons were elected to the offices indicated opposite their names, to hold office until their successors shall have been duly elected and qualified:

President	KATHERINE J. MAY
Vice-President	A. VINCENT MAY
Secretary	KATHERINE J. MAY
Treasurer	KATHERINE J. MAY

The Chairman then pointed out that, in cases involving absentee officers, there is sometimes a problem concerning the handling of the employees' compensation and payment to the taxing authorities of withheld taxes and Social Security. The following resolution was thereupon adopted:

RESOLVED: That the Treasurer shall have sole and complete authority and responsibility to see to the timely filing of appropriate returns and timely payment to the proper taxing authorities of all employee withholding taxes and Social Security.

The Chairman then stated that it was necessary to consider and approve at this time appropriate forms of resolutions to establish a checking account for the corporation. The Chairman presented appropriate forms of bank resolutions to the meeting, and the following resolutions were thereupon adopted:

RESOLVED: That the bank for which a form of corporate resolution has been signed is hereby selected and designated as the depository for all monies and funds of this Corporation.

FURTHER RESOLVED: That the printed forms of bank resolutions designating said bank as depository and designating the officers authorized to sign, endorse, or cash checks or other instruments in the name of the Corporation, and further designating the persons authorized to borrow on behalf of the Corporation, in the form as presented to this meeting, are hereby approved and adopted as resolutions of the Board of Directors of this Corporation, as if set forth in full herein; and a copy of said form of bank resolution is directed to be inserted in the permanent minute book of the Corporation immediately following the minutes of this meeting.

The Chairman then presented to the Board a specimen form of stock certificate for the Corporation. The following resolution was thereupon unanimously adopted:

RESOLVED: That the form of certificate to represent shares of the capital stock of this Corporation, with transfer blanks on the reverse side thereof, is hereby adopted in accordance with the form appearing on the face and reverse side of the certificate form marked "Specimen" which is directed to be inserted in the permanent minute book of the Corporation immediately following the minutes of this meeting.

The Treasurer then reported that One Thousand Dollars (\$1,000.00) in cash had been received for the capital stock of the Corporation. The Chairman directed that the Treasurer insert in the minute book a certificate to that effect, and thereupon, the following resolution was adopted:

RESOLVED: That upon certification by the Treasurer that the amount of One Thousand Dollars (\$1,000.00) has been fully paid to the Corporation, the appropriate officers of the Corporation shall cause certificates to be issued to such shareholders who paid in said One Thousand Dollars (\$1,000.00) on the basis of

one (1) share of the common capital stock of the Corporation for each Ten Dollars (\$10.00) paid in, which certificates may be issued in the names of the shareholders or any nominee designated by the shareholders.

The next order of business was the question of payment of salaries or other compensation to officers or directors of the Corporation. The following resolution was adopted:

RESOLVED: That initially the Board of Directors has determined to defer the determination of salaries for the officers of the corporation; provided, however, the Board of Directors reserves the right to hereafter determine salaries, bonuses, fringe benefits or other compensation for services rendered.

After discussion of the manner of keeping the books and records of the Corporation and the methods of accounting, the following resolutions were adopted:

RESOLVED: That the original minute book of the Corporation shall be kept by the Secretary of the Corporation at the offices of the accountant for the Corporation, namely Tony L. Page CPA, 312 Main Street, Murray, KY 42071.

FURTHER RESOLVED: That all books and records of the Corporation, other than the original minute book, shall be kept by at the offices of the Corporation.

FURTHER RESOLVED: That the Treasurer shall cause all financial records of the Corporation to tentatively be maintained in accordance with the cash method of accounting, and shall tentatively be based upon a December 31 year-end.

The next item of business was consideration of the payment of the organization expenses of the Corporation, including legal services and fees in connection with the preparation and filing of the Articles of Incorporation, the preparation of the Code of By-Laws and other organization matters. The Chairman called attention to the provisions of Section 248 of the Internal Revenue Code of 1986, as amended, permitting the Corporation to amortize such organizational expenses for tax purposes over a period of sixty (60) months beginning with the month on which the Corporation began business. The following resolutions were thereupon adopted:

RESOLVED: That the Corporation is hereby authorized to pay all expenses incident to the fees of its attorneys or accountant in preparation and filing of Articles of Incorporation, Code of By-Laws, initial minutes, and other organizational documents, and fees for the filing of necessary documents with the appropriate officials of the State of Kentucky.

FURTHER RESOLVED: That the Treasurer of the Corporation is hereby authorized to amortize all such organization expenses as are properly amortizable under the

provisions of Section 248 of the Internal Revenue Code, as amended, over a period of sixty (60) months beginning with the month in which the Corporation shall be deemed to have begun business, by an appropriate election attached to the Federal income tax return of the Corporation for its first taxable year, if in the judgment of said officers the election to amortize such expenses shall be beneficial to the Corporation.

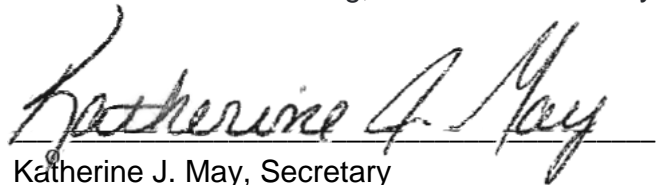
The next item of business was consideration of certain of the advantages and disadvantages of an election by the Corporation to be treated as a "small business corporation" in accordance with Subchapter S of the Internal Revenue Code of 1986, as amended. Also considered was the exemption of such electing corporation from Kentucky gross, adjusted gross and supplemental net income taxes; however, shareholders of such electing corporation would be required to recognize income or loss for purposes of adjusted gross income tax determination. After discussion, the following resolution was thereupon adopted:

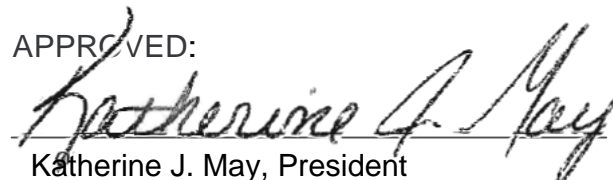
RESOLVED: That the President of the Corporation is hereby authorized to review the advisability of an election by the Corporation to be treated as a "small business corporation" in accordance with Subchapter S of the Internal Revenue Code of 1986, as amended. If such an election is deemed to be advisable for any taxable year, the President of the Corporation is hereby authorized to sign and file Internal Revenue Service Form 2553, Election by Small Business Corporation, along with the required consents of corporate shareholders, at any time on or before the 15th day of the third month of such first taxable year for which such election is intended to become effective, or at any time during the preceding taxable year.

After review of all actions taken to date, the following resolution was thereupon adopted:

RESOLVED: That all actions taken and all things done by the incorporator and officers of this Corporation on behalf of the Corporation to and including the date of this meeting, are hereby approved and ratified by the Board of Directors as the acts and actions of KV ENTERPRISES, INC.

There being no further business to come before the meeting, it was unanimously voted to adjourn.


Katherine J. May, Secretary

APPROVED:

Katherine J. May, President