

CODE OF BY-LAWS
OF
KV ENTERPRISES, INC.

ARTICLE I
CAPITAL STOCK

Section 1. Consideration for Shares.

The board of directors shall cause the corporation to issue the capital stock of the corporation for such consideration as has been fixed by such board in accordance with the provisions of the Articles of Incorporation.

Section 2. Payment of Shares.

Subject to the provisions of the Articles of Incorporation, the consideration for the issuance of shares of the capital stock of the corporation may be paid, in whole or in part, in money, in promissory notes, in other property, tangible or intangible, in labor actually performed for, or services actually rendered to, the corporation, or, in contracts for services to be performed for or to the corporation; provided, however, that the part of the surplus of a corporation which is transferred to capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for the issuance of such shares. When payment of the consideration for which a share was authorized to be issued shall have been received by the corporation, or when surplus shall have been transferred to capital upon the issuance of a share dividend, such share shall be declared and taken to be fully paid and not liable to any further call or assessment, and the holder thereof shall not be liable for any further payments thereon. In the absence of actual fraud in the transaction, the judgment of the Board of Directors and the effect upon the corporate assets in the event for a share dividend shall be conclusive.

Section 3. Certificate for Shares.

Ownership of stock and shares in this corporation shall be evidenced by the corporation's certificate therefore, setting forth the number of shares, name of owner, and date of issue, which certificates shall be signed by the President and the Secretary. Stock shall be transferable on the books of the corporation, only by the owner in person, or by his or her agent, attorney, or accountant, appointed in writing, and upon the surrender and cancellation of the outstanding certificates, properly endorsed, whereupon new certificates shall be issued.

Secretary's Initials: KJM

Section 4. Closing of Transfer Books.

The transfer books shall be closed for a period of ten (10) days prior to the date set for any meeting of shareholders, and during such period no new certificate of stock shall be issued by this corporation and no change or transfer shall be made upon the records thereof.

ARTICLE II
MEETINGS OF SHAREHOLDERS

Section 1. Place of Meetings.

All meetings of the shareholders of the corporation shall be held at such place, within or without the State of Kentucky, as may be specified in the respective notices or waivers of notice thereof, or proxies to represent shareholders thereat.

Section 2. Annual Meeting.

The annual meeting of the shareholders for the election of directors, and for the transaction of such other business as may properly come before the meeting, shall be held on the third Tuesday in April of each year, if such day is not a legal holiday, and if a holiday then on the first following day that is not a legal holiday. If for any reason the annual meeting of the shareholders shall not be held at the time and place herein provided, the same may be held at any time thereafter, or the business to be transacted at such annual meeting may be transacted at any special meeting called for that purpose.

Section 3. Special Meetings.

Special meetings of the shareholders may be called by the president, by the board of directors, or by shareholders holding not less than one-fourth (1/4) of all the shares of capital stock outstanding.

Section 4. Notice of Meetings.

A written or printed notice, stating the place, day and hour of the meetings, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered or mailed by the secretary or by the officers or persons calling the meeting, to each holder of the capital stock of the corporation at the time entitled to vote, at such address as appears upon the records of the corporation, at least ten (10) days before the date of the meeting. Notice of any such meeting may be waived in writing by any shareholder if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called, and the time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.

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Section 5. Voting at Meetings.

Except as otherwise provided by law or by the provisions of the Articles of Incorporation, every holder of the capital stock of the corporation shall have the right at all meetings of the shareholders of the corporation to one vote for each share of stock standing in his or her name on the books of the corporation.

No share shall be voted at any meeting:

- (1) Upon which an installment is due and unpaid; or
- (2) Which shall have been transferred on the books of the corporation within ten days preceding the date of the meeting; or
- (3) Which belongs to the corporation.

Section 6. Proxies.

A shareholder may vote, either in person or by proxy executed in writing, by the shareholder, or a duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein.

Section 7. Quorum.

Unless otherwise provided by the Articles of Incorporation, at any meeting of shareholders, a majority of the shares of the capital stock outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum.

Section 8. Organization.

The president, and in his or her absence the vice president, and in their absence any shareholder chosen by the shareholders present, shall call meetings of the shareholders to order and shall act as chairman of such meetings, and the secretary of the corporation shall act as secretary of all meetings of the shareholders. In the absence of the secretary, the presiding officer may appoint a shareholder to act as secretary of the meeting.

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ARTICLE III BOARD OF DIRECTORS

Section 1. Board of Directors.

The board of directors shall consist of two members, who shall be elected annually by a majority of the shares represented at the annual meeting of the shareholders. Such directors shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified.

Section 2. Duties.

The corporate power of this corporation shall be vested in the board of directors, who shall have the management and control of the business of the corporation. They shall employ such agents and servants as they may deem advisable, and fix the rate of compensation of all agents, employees, and officers.

Section 3. Resignation.

A director may resign at any time by filing his or her written resignation with the Board of Directors or the secretary. •

Section 4. Removal.

Any director may be removed for cause at any time at any regular meeting or at such a special meeting of the shareholders of the corporation called for such purpose, by the affirmative vote of the holders of a majority of the shares outstanding and entitled to vote.

Section 5. Vacancies.

In case of any vacancy in the board of directors through death, resignation, removal or other cause, the remaining directors by the affirmative vote of a majority thereof may elect a successor to fill such vacancy until the next annual meeting and until his or her successor is elected and qualified. If the vote of the remaining members of the board shall result in a tie, the vacancy shall be filled by shareholders at the annual meeting or a special meeting.

Section 6. Annual Meeting.

The board of directors shall meet each year immediately after the annual meeting of the shareholders, at the place where such meeting of the shareholders has been held, for the purpose of organization, election of officers, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the election of officers may be had at any subsequent meeting of the board specifically called in the manner provided in Article III, Section 7 of these By-Laws.

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Section 7. Other Meetings.

Other meetings of the board of directors may be held upon the call of the president, or of two or more members of the board of directors, at any place within or without the State of Kentucky, upon forty-eight (48) hours' notice, specifying the time, place and general purposes of the meeting, given to each director, either personally, by mailing, by telegram or by telefacsimile. At any meeting at which all directors are present, notice of the time, place and purpose thereof shall be deemed waived; and similar notice may likewise be waived by absent directors, either by written instrument, by telegram or by telefacsimile.

Section 8. Quorum.

At any meeting of the board of directors, the presence of a majority of the members of the board then qualified and acting shall constitute a quorum for the transaction of any business except the filling of vacancies in the board of directors.

Section 9. Vote in Case of Tie.

On any vote in which the directors are equally divided on both sides of a question, the chairman of the board of directors, who shall be the president of the corporation, shall cast the deciding vote.

Section 10. Informal Action by Shareholders or Directors.

Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders or directors, or any other action which may be taken at a meeting of the shareholders or directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders or directors entitled to vote with respect to the subject matter thereof.

Section 11. Order of Business.

The order of business at all meetings of the board of directors shall be as follows:

- (1) Roll call;
- (2) Reading of the Minutes of the preceding meeting and action thereon;
- (3) Reports of officers;
- (4) Reports of committees;
- (5) Unfinished business;
- (6) Miscellaneous business;
- (7) New business.

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ARTICLE IV OFFICERS OF THE CORPORATION

Section 1. Officers.

The officers of the corporation shall consist of a president, a possible vice president, a secretary, a possible assistant secretary, and a treasurer. Any two or more offices may be held by the same person. The board of directors by resolution may create and define the duties of other officers in the corporation, and may elect or appoint persons to fill such offices.

Section 2. Vacancies.

Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the corporation, or otherwise, the same shall be filled by the board of directors, and the officer so elected shall hold office until his or her successor is chosen and qualified.

Section 3. President.

The president shall preside at all meetings of shareholders and directors, discharge all the duties which devolve upon a presiding officer, and perform such other duties as this code of by-laws provides, or the board of directors may prescribe. The president shall be selected from among the directors of the corporation and shall additionally serve as chairman of the board of directors.

The president shall have full authority to execute proxies in behalf of the corporation, to vote stock owned by it in any other corporation, and to execute, with the secretary, powers of attorney appointing other corporation, partnerships, or individuals the agent of the corporation, all subject to the provisions of the Kentucky Business Corporation Law, as amended, the Articles of Incorporation and this code of By-Laws.

The vice president shall perform all duties incumbent upon the president during the absence or disability of the president, and perform such other duties as this code of By-Laws may require or the board of directors may prescribe.

Section 4. Secretary.

The secretary shall have the custody and care of the corporate records, minutes and stock books of the corporation. The secretary shall attend all meetings of the shareholders and of the board of directors, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the board of directors, when required. The secretary shall attend to the giving and serving of all notices of the

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corporation, shall file and take charge of all papers and documents belonging to the corporation and shall perform such other duties as this code of By-Laws may require or the board of directors may prescribe.

Section 5. Treasurer.

The treasurer shall keep correct and complete records of accounts, showing accurately at all times the financial condition of the corporation. The treasurer shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the corporation. The treasurer shall immediately deposit all funds of the corporation coming into his or her hands in some reliable bank or other depository to be designated by the board of directors, and shall keep such bank account in the name of the corporation. The treasurer shall furnish at meetings of the board of directors, or whenever requested, a statement of the financial condition of the corporation, and shall perform such other duties as this code of By-Laws may require or the board of directors may prescribe. The treasurer may be required to furnish bond in such amount as shall be determined by the board of directors.

Section 6. Assistant Secretary.

Any assistant secretary shall perform all duties of the secretary of the corporation in the absence of the secretary of the corporation.

Section 7. Delegation of Authority.

In case of the absence of any officer of the corporation, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate the powers or duties of such officer to any other officer or to any director, for the time being, provided a majority of the entire board of directors concurs therein.

Section 8. Execution of Documents.

Unless otherwise provided by the board of directors, all contracts, leases, commercial paper and other instruments in writing and legal documents, shall be signed by the president and attested by the secretary. All bonds, deeds and mortgages shall be signed by the president and attested by the secretary. All certificates of stock shall be signed by the president or vice president and the secretary or assistant secretary.

All checks, drafts, notes or orders for the payment of money shall be signed by those officers or employees of the corporation as the directors may from time to time designate.

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Section 9. Salaries.

The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a director of the corporation.

ARTICLE V
PAYMENTS TO OFFICERS

Any payments made to an officer of the corporation such as salary, commission, bonus, interest, or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the Directors, proportionate amounts may be withheld from his or her future compensation payments until the amount owed to the corporation has been recovered.

ARTICLE VI
CORPORATE BOOKS

Section 1. Place of Keeping, in General.

Except as otherwise provided by the laws of the State of Kentucky, by the Articles of Incorporation of the corporation or by these By-Laws, the books and records of the corporation may be kept at such place or places, within or without the State of Kentucky, as the board of directors may from time to time by resolution determine.

Section 2. Stock Register or Transfer Book.

The original or duplicate stock register or transfer books, or in case a stock registrar or transfer agent shall be employed by the corporation either within or without the State of Kentucky, a complete and accurate shareholders list, alphabetically arranged, giving the names and addresses of all shareholders, the number and classes of shares held by each, shall be kept at the principal office of the corporation in the State of Kentucky.

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ARTICLE VII AMENDMENTS

By-Laws may be adopted, amended or repealed at any meeting of the board of directors by the vote of a majority thereof, unless the Articles of Incorporation provide for the adoption, amendment or repeal by the shareholders, in which event, action thereon may be taken at any meeting of the shareholders by the vote of a majority of the voting shares outstanding.

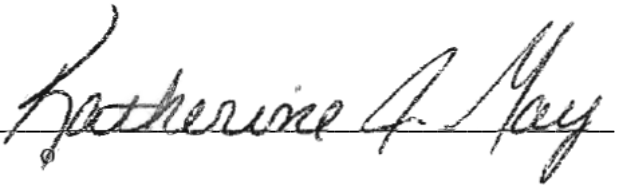
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ACCEPTANCE OF POSITION OF DIRECTOR
OF
KV ENTERPRISES, INC.

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**

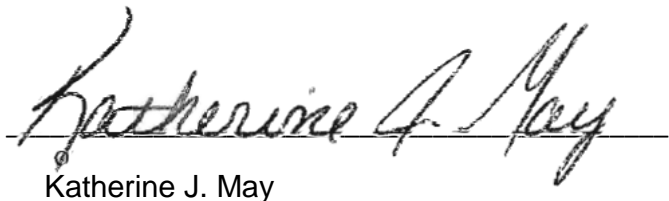
OF

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.

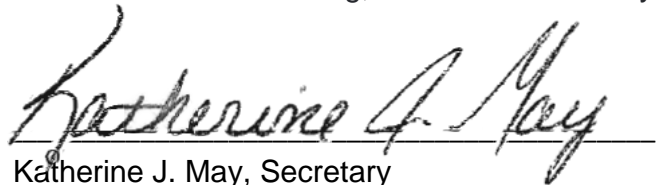
The next item of business was consideration of certain of the advantages and disadvantages of an election by the Corporation to be treated as a "small business corporation" in accordance with Subchapter S of the Internal Revenue Code of 1986, as amended. Also considered was the exemption of such electing 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:

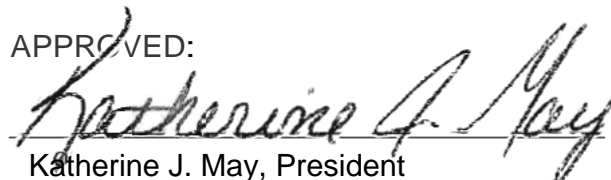
RESOLVED: That the President of the Corporation is hereby authorized to review the advisability of an election by the Corporation to be treated as a "small business corporation" in accordance with Subchapter S of the Internal Revenue Code of 1986, as amended. If such an election is deemed to be advisable 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