

ARTICLE III

Directors

The business and affairs of the corporation shall be governed by a board of directors. The seven members of the initial board of directors shall serve until the first annual election of directors and until their successors are elected and qualify. A director may be removed from office by procedures set forth in the corporation Bylaws. The names and mailing addresses of the initial directors are:

Fred E. Plymale	3463 Snaffle Road, Lexington, KY 40513
Wendell Greer	212 South Point Drive, Lexington, KY 40515
Donald Birdsong	2308 The Woods Lane, Lexington, KY 40502
Michael N. Armstrong	4809 Agape Drive, Lexington, KY 40514
Joe Holbrook	702 Seattle Drive, Lexington, KY 40503
Mike Baskette	922 Mason-Headley Road, Lexington, KY 40504
John Greene	801 Greendale, Lexington, KY 40511

ARTICLE IV

Registered Office and Registered Agent

The street address of the registered office of the corporation is 3463 Snaffle Rd., Lexington, KY 40513. The name of the registered agent is Fred E. Plymale.

ARTICLE V

Principal Office

The mailing address of the principal office of the corporation is 3463 Snaffle Road, Lexington, KY 40513.

ARTICLE VI

Limitations on Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered

and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Bylaws

The Bylaws of this corporation shall consist of Articles specifying terms and conditions of membership, dues, management, elections, terms of office, removal from office, vacancies in offices, committees, meetings, publications, and procedures for amending, which shall be adopted by members in the manner specified in said Bylaws.

ARTICLE VIII

Indemnification

Each person who is or was a member, director, trustee, or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee, or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the corporation to the full amount against any liability, and the reasonable cost of expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expenses incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis of personal benefit was

improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any appeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the corporation, the member, director, officer, or employee may at any time thereafter bring suit against the corporation to recover the unpaid amount and if successful in whole or in part, such person shall be entitled to be paid also the expenses of prosecuting such claim. The corporation may maintain insurance, at its own expenses, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification may provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

ARTICLE IX

Limitation of Director Liability

No director shall be personally liable to the corporation of monetary damages for breach of his duties as a director except for liability:

(A) For any transaction in which the director's personal financial interest is in conflict with the financial interest of the corporation; or

(B) For acts of omission not in good faith or which involve intentional misconduct or are known to the director to be in violation of law; or

(C) For any transaction from which the director receives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this article to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director of the corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XI

Incorporators

The names and addresses of the incorporators are:

Fred E. Plymale 3463 Snaffle Road, Lexington, KY 40513

Donald Birdsong 2308 The Woods Lane, Lexington, KY 40502

Michael N. Armstrong 4809 Agape Drive, Lexington, KY 40514

In Witness Whereof, we have hereunto subscribed our names this 6th
day of October, 1999.

Fred E. Plymale

Donald E. Birdsong

Michael N. Armstrong