

APPROVED

MAY 28 2014

KY DEPT. OF INSURANCE
FINANCIAL STANDARDS

ARTICLES OF INCORPORATION

OF

ANTHEM KENTUCKY MANAGED CARE PLAN, INC.

These Articles of Incorporation evidence that the undersigned incorporators have declared their intention of forming a corporation pursuant to the Kentucky Business Corporation Act (the "Corporation") as follows:

I.

The name of the Corporation shall be Anthem Kentucky Managed Care Plan, Inc.

II.

The Corporation's purposes shall be to operate a health maintenance organization and to transact any and all lawful business for which corporations may be organized under the Kentucky Business Corporation Act.

III.

The Corporation is authorized to issue One Thousand (1,000) shares of common stock, each having a par value of One Thousand (\$1,000.00) dollars.

IV.

The street address of the Corporation's initial registered office shall be 306 West Main Street, Suite 512, Frankfort, Kentucky, 40601 and the name of the initial registered agent at that office is CT Corporation System.

V.

The mailing address of the Corporation's principal office and place of business is 13550 Triton Park Boulevard, Louisville, Kentucky, 40223.

VI.

The name and mailing address of the incorporators are:

APPROVED FOR FORM AND LEGALITY OFFICE
OF THE ATTORNEY GENERAL, FRANKFORT, KENTUCKY

BY [Signature] 5/28/14
Joseph A. [Signature], II Asst. Atty. Gen.

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dcorish
ADD

Allison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
6/5/2014 12:06 PM
Fee Receipt: \$50.00

RECEIVED

MAY 15 2014

ADMINISTRATIVE SERVICES
KY DEPT. OF INSURANCE

Sarah H. Dilger
13550 Triton Park Boulevard
Louisville, KY 40223

Cecelia R. Manlove
13550 Triton Park Boulevard
Louisville, KY 40223

Melissa R. Metzger
13550 Triton Park Boulevard
Louisville, KY 40223

VII.

The preemptive right of any shareholder of the Corporation to acquire additional, unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of the Corporation, is hereby denied; *provided, however*, that nothing herein shall preclude the Corporation from granting preemptive rights by contract or agreement to any person, corporation or other entity. Cumulative voting by the shareholders of the Corporation at any election of directors of the Corporation is hereby prohibited.

VIII.

The business and affairs of the Corporation shall be managed by a board of directors. The number of directors shall not be less than three (3) nor more than fifteen (15), the exact number to be specified from time to time in the manner prescribed in the Corporation's bylaws. In addition to the power and authority expressly conferred upon them by Statute or by these Articles of Incorporation or the bylaws of this Corporation, the directors are empowered to exercise all such powers and do all such acts and things as are not by statute, the bylaws or these Articles of Incorporation directed or required to be exercised or done by the shareholders

The shareholders and board of directors of the Corporation shall adopt the initial bylaws of the Corporation, and thereafter, the board of directors is authorized to make, adopt, amend, alter or repeal the bylaws of the Corporation. The shareholders shall also have power to make, adopt, amend or repeal the bylaws of the Corporation.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IX.

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty as director, except for liability (i) for any transaction in which

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the director's personal financial interest is in conflict with the financial interest of the Corporation or its shareholders; (ii) 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; (iii) for any vote for or assent to an unlawful distribution to shareholders as prohibited under applicable Kentucky law; or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any limitation on the liability of a director of the Corporation arising before the time of such repeal or modification.

X.

The Corporation may, to the fullest extent permitted by Kentucky law, indemnify any director, officer or employee of the Corporation from and against any and all reasonable costs and expenses, including, but not limited to, attorneys' fees and any liabilities (including, but not limited to, judgments, fines, penalties, and reasonable settlements) paid by or on behalf, or imposed against, such person in connection with any threatened, pending or completed claim, action, suite or proceeding, whether civil, criminal, administrative, investigative or other (including any appeal relating thereto), whether formal or informal, and whether made or brought by or in the right of the Corporation or otherwise, in which such person is, was or at any time becomes a party or witness, or is threatened to be made a party or witness, or otherwise, by reason of the fact that such person is, was or at any time becomes a director, officer or employee of the Corporation, or, at the Corporation's request, a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

The indemnification authorized by this Section X shall not be exclusive of any other right of indemnification which any such person may have or hereafter acquire under any provision of these Articles of Incorporation or the bylaws of the Corporation, agreement, vote of shareholders or disinterested directors or otherwise. The Corporation may take such steps as may be deemed appropriate by the board of directors to provide and secure indemnification between the Corporation and individual directors, officers or employees which may provide rights to indemnification which are broader or otherwise different than the rights authorized by this Section X.

Any repeal or modification of the foregoing provision of this Section X by the shareholders of the Corporation shall not adversely affect any right or protection of a director, officer or employee of the Corporation existing at the time of such repeal or modification.

XI.

Subject to KRS 271B.7-040, any action required to be taken at any annual or special meeting of shareholders, and any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which holders of all shares entitled to vote on the action were present and voted.

Except as otherwise provided in these Articles of Incorporation, the vote of shareholders required for approval of any action for which applicable law requires a shareholder vote, shall, unless a


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greater vote of shareholders is provided for by applicable law, be the affirmative vote of the holders of a majority of the outstanding shares entitled to vote thereon, unless any class or series of shares is entitled to vote as a class thereon, in which event the vote required shall be the affirmative vote of the holders of a majority of the outstanding shares within each class or series of shares entitled to vote thereon as a class and a majority of the outstanding shares otherwise entitled to vote thereon.

WITNESS the signatures below of the incorporators on this 7th day of May, 2014.


Sarah H. Dilger, Incorporator


Cecelia R. Manlove, Incorporator


Melissa R. Metzger, Incorporator

Adopted June 5, 2014

BYLAWS
OF
ANTHEM KENTUCKY MANAGED CARE PLAN, INC.

ARTICLE I
MEETINGS OF SHAREHOLDERS

Section 1. Place of Meetings. All meetings of the shareholders shall be held at such place within or without the Commonwealth of Kentucky as may be fixed from time to time by the Board of Directors, or the President, or if not so designated, at the registered office of the Corporation.

Section 2. Annual Meeting. Annual meetings of shareholders shall be held before the end of May of each year, or at such other date and time as shall be designated from time to time by the Board of Directors or the President, at which meeting the shareholders shall elect by a plurality vote a Board of Directors and shall transact such other business as may properly be brought before the meeting. If no annual meeting is held in accordance with the foregoing provisions, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient, which meeting shall be designated a special meeting in lieu of annual meeting.

Section 3. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, may, unless otherwise prescribed by statute or by the Articles of Incorporation, be called by the Board of Directors or the President and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of shareholders owning not less than one-fifth in amount of the entire capital stock of the Corporation issued and outstanding and entitled to vote. Such request shall state the purpose(s) of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose(s) stated in the notice of meeting.

Section 4. Notice of Meetings. Except as otherwise provided by statute, written notice of each meeting of shareholders, annual or special, stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each shareholder entitled to vote at such meeting.

Section 5. Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote thereon, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws.

Section 6. Adjournments. Any meeting of shareholders may be adjourned from time to time to any other time and to any other place at which a meeting of shareholders may be held under these Bylaws, which time and place shall be announced at the meeting, by a majority of the shareholders present in person or represented by proxy at the meeting and entitled to vote, though less than a quorum, or, if no shareholder is present or represented by proxy, by any officer entitled to preside at or to act as Secretary of such meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting.

If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 7. Action at Meetings. When a quorum is present at any meeting, the vote of the holders of a majority of the stock present in person or represented by proxy and entitled to vote on the matter shall decide any matter (other than the election of Directors) brought before such meeting, unless the matter is one upon which by express provision of law, the Articles of Incorporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such matter. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of Directors.

Section 8. Voting and Proxies. Unless otherwise provided in the Articles of Incorporation, each shareholder shall at every meeting of the shareholders be entitled to one vote for each share of capital stock having voting power held of record by such shareholder. Each shareholder entitled to vote at a meeting of shareholders, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period.

Section 10. Action by Consent. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

ARTICLE II DIRECTORS

Section 1. Number, Election, Tenure and Qualification. The number of Directors that shall constitute the whole Board of Directors shall be not less than three (3) nor greater than fifteen (15). Within such limit, the number of Directors shall be determined by resolution of the Board of Directors or by the shareholders at the annual meeting or at any special meeting of the shareholders. The initial number of Directors shall be four (4). The Directors shall be elected at the annual meeting or at any special meeting of the shareholders, except as provided in Section 3 of this Article, and each Director elected shall hold office until his successor is elected and qualified, unless sooner displaced. Directors need not be shareholders.

Section 2. Enlargement. Subject to Section 1 of this Article II, the number of the Board of Directors may be increased at any time by vote of a majority of the Directors then in office.

Section 3. Vacancies. Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute. In the event of a vacancy in the Board of Directors, the remaining Directors, except

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as otherwise provided by law or these Bylaws, may exercise the powers of the full Board of Directors until the vacancy is filled.

Section 4. Resignation and Removal. Any Director may resign at any time upon written notice to the Corporation at its principal place of business or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any Director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of Directors, unless otherwise specified by law or the Articles of Incorporation.

Section 5. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

Section 6. Place and Number of Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the Commonwealth of Kentucky.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors; provided that any Director who is absent when such a determination is made shall be given prompt notice of such determination. A regular meeting of the Board of Directors may be held without notice immediately after and at the same place as the annual meeting of shareholders.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President, Secretary, or on the written request of two or more Directors; or by one Director in the event that there is only one Director in office. Two days' notice to each Director, either personally, electronically or by commercial delivery service, facsimile or similar means sent to the Director's business or home address, or three days' notice by written notice deposited in the mail, shall be given to each Director by the Secretary or by the officer or one of the Directors calling the meeting. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

Section 9. Quorum, Action at Meeting, Adjournments. At all meetings of the Board of Directors a majority of Directors then in office shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is quorum shall be the act of a majority of the Directors except as may be otherwise specifically provided by law or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 10. Action by Consent. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 11. Telephonic Meetings. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors or of any committee thereof may participate in a meeting of

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the Board of Directors or of any committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority to:

- (i) adopt, amend, or repeal these Bylaws or the Articles of Incorporation,
- (ii) adopt or approve an agreement of merger or consolidation not requiring shareholder approval,
- (iii) recommend to the shareholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets,
- (iv) recommend to the shareholders a dissolution of the Corporation or a revocation of a dissolution,
- (v) authorize or approve the reacquisition of shares, except according to a general formula or method prescribed by the Board of Directors,
- (vi) authorize or approve the issuance or sale, or contract for sale, of shares or determine the designation and relative rights, preferences, and limitations of a series of shares, except that the Board of Directors may direct a committee to fix the specific terms of the issuance or sale or contract for sale or the number of shares to be allocated to particular employees under an employee benefit plan,
- (vii) approve or recommend to shareholders any act required by law to be approved by shareholders,
- (viii) fill vacancies on the Board of Directors or on any of its committees,
- (ix) elect or remove officers or fix the compensation of any member of the committee, or
- (x) amend, alter, repeal, or take other action inconsistent with any resolution or action of the Board of Directors when the resolution or action provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and make such reports to the Board of Directors as the Board of Directors may request. Except

as the Board of Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the conduct of its business by the Board of Directors.

Section 13. Compensation. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Board of Directors shall have the authority to fix from time to time the compensation of Directors. The Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and the performance of their responsibilities as Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors and/or a stated salary as Director. No such payment shall preclude any Director from serving the Corporation or its parent or subsidiary corporations in any other capacity and receiving compensation therefor. The Board of Directors may also allow compensation for members of special standing committees for service on such committees.

Section 14. Presiding Officer. All meetings shall be presided over by a chairperson of the Board of Directors elected by the Board of Directors. If the chairperson is not present, the President shall preside and, if neither of these is present, a chairperson of the meeting shall be elected by the Directors present at the meeting. The Secretary of the Corporation shall also serve as Secretary of the Board of Directors.

ARTICLE III OFFICERS

Section 1. Enumeration. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary and a Treasurer and such other officers with such titles, terms of office and duties as the Board of Directors may from time-to-time determine, which may include a Chairperson of the Board, one or more Vice-Presidents, and such other officers and assistant officers as they deem necessary or appropriate. The Secretary shall maintain custody of the corporate seal of the Corporation and shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing of his or her signature.

Section 2. Election. The Board of Directors at its first meeting after each annual meeting of shareholders shall choose a President, a Secretary, and a Treasurer. Other officers may be appointed by the Board of Directors at such meeting, at any other meeting, or by written consent.

Section 3. Tenure. The officers of the Corporation shall hold office until their successors are chosen and qualify, unless a different term is specified in the vote choosing or appointing him or her, or until his or her earlier death, resignation, or removal. Any officer elected or appointed by the Board of Directors or by the President may be removed at any time by the affirmative vote of a majority of the Board of Directors or a committee duly authorized to do so, except that any officer appointed by the President may also be removed at any time by the President. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors, at its discretion. Any officer may resign by delivering his or her written resignation to the Corporation at its principal place of business or to the President or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 4. President. The President shall, unless the Board of Directors provides otherwise in a specific instance or generally, preside at all meetings of the shareholders and the Board of Directors, have general and active management of the business of the Corporation and see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The President shall be the Chief Executive Officer of the Corporation and may be referred to by such title.

Section 5. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President, or if there be more than one Vice-President, the Vice-Presidents in the order designated by the Board of Directors or the President (or in the absence of any designation, then in order determined by their tenure in office) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-Presidents shall perform such other duties and have such other powers as the Board of Directors or the President may from time to time prescribe.

Section 6. Secretary. The Secretary shall have such powers and perform such duties as are incident to the office of Secretary. Unless the Articles of Incorporation or these Bylaws designated another officer, the Secretary shall have authority to certify these Bylaws, resolutions of the Board of Directors and the shareholders and committees thereof, and other documents of the Corporation as true and correct copies thereof. The Secretary shall maintain a stock ledger and prepare lists of shareholders and their addresses as required and shall be the custodian of corporate records. The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be from time to time prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary or an Assistant Secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 7. Treasurer. The Treasurer shall perform such duties and shall have such powers as may be assigned to the Treasurer by the Board of Directors or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, when the President or Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE IV NOTICES

Section 1. Delivery. Whenever, under the provisions of law, or of the Articles of Incorporation or these Bylaws, written notice is required to be given to any Director or shareholder, such notice may be given by mail, addressed to such Director or shareholder, at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Unless written notice by mail is required by law, written notice may also be given by telegram, cable, telecopy, commercial delivery service, telex or similar means, addressed to such Director or shareholder at his or her address as it appears on the records of the Corporation, in which case such notice shall be deemed to be given when delivered in the control of the persons charged with effecting such transmission, the transmission charge to be paid by the Corporation or the person sending such notice and not by the addressee. Oral notice or other in-hand delivery (in person or by telephone) shall be deemed given at the time it is actually given.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of law or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time slated therein, shall be deemed equivalent thereto. Attendance at any meeting constitutes a waiver of notice thereof unless the person objects, at the meeting, to holding the meeting on the ground that notice was not properly given.

ARTICLE V INDEMNIFICATION

Section 1. Actions other than by or in the Right of the Corporation. To the fullest extent permitted by the Articles of Incorporation and applicable law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation (including its employee benefit plans), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Actions by or in the Right of the Corporation. To the fullest extent permitted by the Articles of Incorporation and by applicable law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation in procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, (including its employee benefit plans) against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or

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she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Success on the Merits. To the extent that any person described in Section 1 or 2 of this Article V has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said Sections, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Specific Authorization. Any indemnification under Section 1 or 2 of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of any person described in said Sections is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections. Such determination shall be made (i) by a majority vote of Directors who were not parties to such action, suit or proceeding (even if less than a quorum), or (ii) if there are no disinterested Directors, or if a majority of disinterested Directors so directs, by independent legal counsel (who may be regular legal counsel to the Corporation) in a written opinion, or (3) by the shareholders of the Corporation.

Section 5. Advance Payment. Expenses incurred in defending a pending or threatened civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of any person described in said Section to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification by the Corporation as authorized in this Article V.

Section 6. Non-Exclusivity. The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Article V shall not be deemed exclusive of any other rights to which those provided indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 7. Insurance. The Board of Directors may authorize, by a vote of the majority of the full Board of Directors, the Corporation to purchase and maintain insurance on behalf of any person who is or was Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article V.

Section 8. Continuation of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefits of the heirs, executors, and administrators of such a person.

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Section 9. Severability. If any word, clause or provision of this Article V or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 10. Intent of Article. The intent of this Article V is to provide for indemnification and advancement of expenses to the fullest extent permitted by the laws of the State of Kentucky. To the extent that such laws or any successor laws may be amended or supplemented from time to time, this Article V shall be amended automatically and construed so as to permit indemnification and advancement of expenses to the fullest extent from time to time permitted by law.

ARTICLE VI CAPITAL STOCK

Section 1. Certificates of Stock Every holder of stock in the Corporation shall be entitled to have a certificate, signed by, or in the name of the Corporation by, (i) the President or a Vice President, and (ii) the Treasurer or the Secretary of the Corporation, certifying the number of shares owned by such holder in the Corporation. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

Section 2. Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to give reasonable evidence of such loss, theft or destruction, to advertise the same in such manner as it shall require and/ or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed or the issuance of such new certificate.

Section 3. Transfer of Stock Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares, duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and proper evidence of compliance with other conditions to rightful transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 4. Record Date. In order that the Corporation may determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which shall not be more than sixty days nor less than twenty days in the case of a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, ten days in all other cases before the date of such meeting. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however that the Board of Directors may fix a new record date for the adjourned

meeting. If no record date is fixed, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day before the day on which notice is given, or, if notice is waived, at the close of business on the day before the day on which the meeting is held. In order that the Corporation may determine the shareholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date is fixed, the record date for determining the shareholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by statute, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation as provided in Section 9 of Article I. If no record date is fixed and prior action by the Board of Directors is required, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the date on which the Board of Directors adopts the resolution taking such prior action. In order that the Corporation may determine the shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights of the shareholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted, and which shall be not more than sixty days prior to such action. If no record date is fixed, the record date for determining shareholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating to such purpose.

Section 5. Registered Shareholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the Commonwealth of Kentucky.

ARTICLE VII CERTAIN TRANSACTIONS

Section 1. Transactions with Interested Parties. If a contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the shareholders, no such contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because his or their votes are counted for such purpose, and the person asserting validity does not have the burden of proving fairness of the transaction as to the Corporation, if:

- (a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the

affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

- (b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by the shareholders without counting the vote of any shareholder who is an interested Director.

Section 2. Quorum. Directly or indirectly, interested Directors, or Directors who are otherwise not disinterested, may be counted in determining the presence of a quorum, but may not be counted when the Board of Directors or committee takes action on the contract or transaction.

ARTICLE VIII GENERAL PROVISIONS

Section 1. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

Section 3. Seal. The Board of Directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the Corporation and the year of its organization. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The seal may be altered from time to time by the Board of Directors.

ARTICLE IX AMENDMENTS

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by the shareholders or by the Board of Directors, when such power is conferred upon the Board of Directors by the Articles of Incorporation, at any regular meeting of the shareholders or of the Board of Directors or at any special meeting of the shareholders or of the Board of Directors; provided, however, that in the case of a regular or special meeting of shareholders, notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such meeting.

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