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Commonwealth of Kentucky

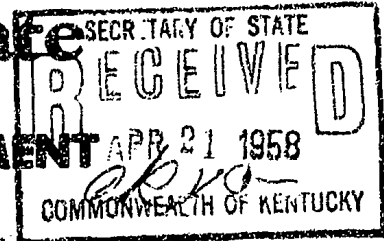
Department of State



5- merge -
28039

Office of Secretary of State

CORPORATION DEPARTMENT



The Farmers State Bank of Augusta, Augusta, Kentucky

and Augusta Liberty Bank, Augusta, Kentucky

Corporations organized and existing under and by virtue of the laws of the Commonwealth of Kentucky, having this day filed in the office of the Secretary of State of the Commonwealth of Kentucky, a certified copy of the Agreement of Merger under the name of

FARMERS LIBERTY BANK

Augusta, Kentucky

the said Surviving corporation is now authorized to transact business in this State subject to the restrictions imposed by law.

Witness, My official signature, this 21st day

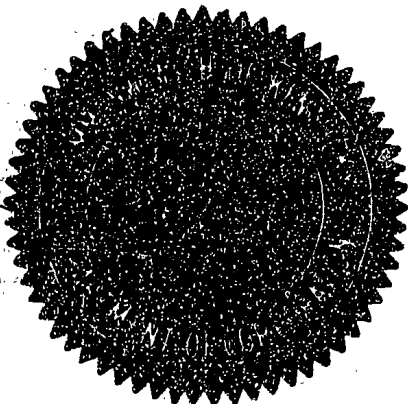
of April, 1958

Thelma L. Stovall

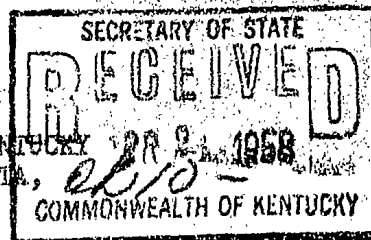
Secretary of State

By

Chief Clerk, Corporation Department



AGREEMENT OF MERGER OF THE FARMERS STATE BANK OF
AUGUSTA, A CORPORATION OF AUGUSTA, BRACKEN COUNTY, KENTUCKY
AND AUGUSTA LIBERTY BANK, ALSO A CORPORATION OF AUGUSTA,
BRACKEN COUNTY, KENTUCKY.



May 10 - 5- 28039

WHEREAS it is the desire of the Board of Directors of each of the above named Banking corporations to merge said corporations into one under the following terms and conditions, this joint agreement signed by the Directors of each of the respective corporations is hereby entered into, to-wit:

1. The name of said corporations as merged shall be "FARMERS LIBERTY BANK."
2. The principal office and place of business of the merged corporations shall be at Augusta, Bracken County, Kentucky.
3. That the nature of the business, objectives and purposes to be transacted, promoted and carried on by these merged corporations shall be to operate and conduct a commercial banking business, and to exercise all the rights and powers of a bank as set out in Chapter 287 of the Kentucky Revised Statutes.
4. The Amount of the capital stock of the merged corporations shall be thirty-four hundred (3400) shares, all shares having a par value of Fifty Dollars (\$50.00) each, twenty-four hundred (2400) shares being contributed by the Farmers State Bank of Augusta and one thousand (1000) shares being contributed by the Augusta Liberty Bank, all shares having a voting power of one vote for each shares
5. All stockholders of the Farmers State Bank of Augusta and the Augusta Liberty Bank shall within a reasonable time present their stock certificates unimpaired for exchange for stock certificates in the merged corporation, each stockholder of each institution receiving two (2) shares for one (1) share now held. The effect of this merger shall be as provided in K.R.S. 271.485 of the present laws of this commonwealth. The merged corporations

shall commence business as such under this Agreement of Merger when approved by two-thirds of the stockholders of each institutions and as soon as approved by the Commissioner of the Department of Banking and filed as required by law.

6. The corporate existence of the merged corporations shall be perpetual unless dissolved by law.
7. The affairs of this merged corporation shall be conducted and managed by the Board of Directors, a President, one or more Vice Presidents and Cashier. The Board of Directors shall consist of not less than eight (8) nor more than sixteen (16) stockholders duly elected according to law. The election of directors shall be held annually on the second Tuesday of each year, at the annual stockholders meeting and shall hold office for one year or until their successors are elected and qualified. The Directors shall immediately after election and qualification select the President, Vice President and Cashier. The President and Vice Presidents shall each be a member of the Board of Directors. The Board of Directors shall have power to fill all vacancies and make such by-laws and rules to regulate the business and affairs of this merged corporation as will not be inconsistent with the provisions of this Merger Agreement or under the laws of the State of Kentucky.
8. The private property of the shareholders shall not be subject to the payment of the corporate debts of this merged corporation and no additional liability shall be imposed upon the stockholders.
9. The Process Agent for this merged corporation shall be _____
Jack Nemissay, Post Office, Augusta, Kentucky.
10. The highest amount of indebtedness or liability which this corporation may at anytime incur shall not exceed \$500,000.00.
11. The names and addresses of those who are to serve as Directors of this merged corporation until the first annual meeting of the stockholders or until their successors are elected and qualified are:

- | | |
|-----------------------|-------------------|
| 1. T. P. Black | Augusta, Ky. |
| 2. Thomas F. Reynolds | Augusta, Kentucky |
| 3. Dexter Pumpelly | Augusta, Kentucky |
| 4. Frank S. Monahan | Augusta, Kentucky |
| 5. Lawrence L. Leno | Bradford, Ky. |
| 6. Fred Weiss | Augusta, Kentucky |
| 7. R. K. Asbury | Augusta, Ky. |
| 8. Raymond Ernst | Foster, Ky. |
| 9. Earl Charles | Augusta, Kentucky |
| 10. W. J. Moloney | Augusta, Kentucky |
| 11. W. B. Hagen | Augusta, Kentucky |

WITNESS our hands as Directors of The Farmers State Bank of Augusta a Corporation, this 25th day of Jan, 1958.

T. P. Black
Frank S. Monahan
~~Dexter Pumpelly~~
Fred Weiss
Thomas F. Reynolds
Lawrence L. Leno

WITNESS our hands as Directors of Augusta Liberty Bank, a corporation, this 25th day of Jan, 1958.

W. J. Moloney
W. B. Hagen
Earl Charles
R. K. Asbury
Raymond Ernst

The undersigned Secretary of The Farmers Bank of Augusta certifies that the foregoing Agreement of Merger was approved and adopted by a majority vote of the Directors of said Bank on the 7th day of April, 1958, and was duly approved and adopted by a majority vote of the voting power of the stockholders of said corporation at a meeting of said stockholders after due notice according to the Statutes on the 7th day of April, 1958.

Frank S. Monahan
Secretary, The Farmers State Bank of Augusta

The undersigned Secretary of the Augusta Liberty Bank, a corporation, certifies that the foregoing Agreement of Merger was approved and adopted by a majority vote of the Directors of said Bank on the 7th day of April, 1958, and was duly approved and adopted by a majority vote of the majority of the voting power of the stockholders of said corporation at a meeting of said stockholders after due notice according to the Statutes on the 7th day of April, 1958.

W. P. Hager
Secretary of Augusta Liberty Bank.

THIS AGREEMENT OF MERGER adopted and certified as above shown is hereby signed and acknowledged by T. P. Black, President of The Farmers State Bank of Augusta, a corporation of Augusta, Kentucky, and Frank S. Monahan, Secretary, of the Farmers State Bank of Augusta, a corporation of Augusta, Kentucky, this 17th day of April, 1958.

T. P. Black
President
Frank S. Monahan
Secretary

STATE OF KENTUCKY

COUNTY OF BRACKEN, Set.

This day personally appeared before me T. P. Black, President of The Farmers State Bank of Augusta, a corporation and Frank M. Mendenhall Secretary of the Farmers State Bank of Augusta, a corporation and produced to me the foregoing Agreement of Merger of the Farmers State Bank of Augusta, a corporation of Augusta, Bracken County, Kentucky, and the Augusta Liberty Bank, a corporation of Augusta, Bracken County, Kentucky and they and each of them duly acknowledged the same to be the act of said Farmers State Bank of Augusta, a corporation in merger with the Augusta Liberty Bank, a corporation, both of Augusta, Kentucky.

Witness my hand this 17th day of April, 1958.

My commission expires on the 18th day of Oct. 1961.

T. P. Black
Notary Public, Bracken County, Kentucky

THIS AGREEMENT OF MERGER adopted and certified as above shown is hereby signed and acknowledged by W. J. Moloney, President of Augusta Liberty Bank, a corporation of Augusta, Bracken County, Kentucky, and W. H. Hagan Secretary of Augusta Liberty Bank, a corporation of Augusta, Kentucky this 17th day of April, 1958.

EXAMINED AND APPROVED.....
DEPARTMENT OF BANKING, STATE OF KENTUCKY
.....
S. A. PHILLIPS
COMMISSIONER

W. J. Moloney
President
W. H. Hagan
Secretary

STATE OF KENTUCKY

COUNTY OF BRACKEN, Set.

This day personally appeared before me W. J. Holoney,
President of the Augusta Liberty Bank, a corporation and *W. B. Hagen*
Secretary of Augusta Liberty Bank, a corporation, and produced to me
the foregoing Agreement of Merger of Augusta Liberty Bank, a corporation
of Augusta, Bracken County, Kentucky, and The Farmers State Bank of Augusta,
a corporation of Augusta, Bracken County, Kentucky, and they and each
of them duly acknowledged the same to be the act of the said Augusta
Liberty Bank, a corporation, in merger with the Farmers State Bank of
Augusta, a corporation.

Witness my hand this 17th day of April, 1958.

My commission expires on the 18th day of Oct.

1961.

W. J. Holoney
Notary Public, Bracken County,
Kentucky

ORIGINAL COPY
FILED AND RECORDED

APR 21 1958

Thelma L. Howell
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY
Thelma L. Howell