

BYLAWS OF NORTHERN KENTUCKY MULTIPLE LISTING SERVICE, INC.

As of October 16, 2012

ARTICLE I - OFFICES

The name of this organization shall be the Multiple Listing Service of the Northern Kentucky Association of REALTORS®, Inc., hereinafter referred to as the service, all the shares of stock of which are solely and wholly-owned by the Northern Kentucky Association of REALTORS®.

The principal office of the Corporation, also referred in these Bylaws as the Service, shall be located at 7660 Turfway Rd, Florence, Boone County, Kentucky or at any other location as the business of the Corporation may from time to time require.

The registered office of the Corporation required by Chapter 271B of the Kentucky Revised Statutes to be maintained within the Commonwealth of Kentucky may be, but need not be, identical with the principal office in the Commonwealth of Kentucky, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – PURPOSE

A multiple listing service is a means by which authorized participants make blanket unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among participants is enhanced, by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of the sale (or lease).

ARTICLE III - SHAREHOLDER

SECTION 1 - OWNERSHIP OF SHARES

The Corporation is owned by the Northern Kentucky Association of REALTORS®, Inc. as its sole shareholder. The fiscal year of the service shall commence on January 1 and shall end on December 31.

SECTION 2 - ANNUAL MEETING

The annual shareholder meeting shall be in August each year for the transaction of any and all business as may come before the meeting.

SECTION 3 - SPECIAL MEETINGS

Special shareholder meetings, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors of the Service or at the written request of the Shareholder.

SECTION 4 - PLACE OF MEETING

The Board of Directors may designate any place, either within or without the Service Area, as the place of meeting for any annual meeting or for any special meeting called by the President or the Board of Directors or by the Shareholder. A Waiver of Notice signed by the Shareholder may designate any place, either within or without the Service Area, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the Commonwealth of Kentucky, except as otherwise provided in Section 5 of this article.

SECTION 5 - NOTICE OF MEETINGS

Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, or in the case of a merger or consolidation not less than twenty nor more than fifty days before the meeting, either personally or by mail, by or at the direction of the President, or the Secretary/Treasurer, to the Shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Shareholder at its address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

SECTION 6 - SHAREHOLDER MEETINGS

If the Shareholder shall meet at any time and place, either within or without the Service Area, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 7 - QUORUM

A majority of the outstanding shares of the Corporation, represented by the President of the Shareholder or by any other duly authorized person as selected by the Shareholder, by corporate action as described in the following paragraph, shall constitute a quorum at any meeting of the Shareholder; provided, that if less than a majority of the outstanding shares are represented at said meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting shall be the act of the Service, unless the vote of a greater number is required by Chapter 271 of the Kentucky Revised Statutes, the Articles of Incorporation or these Bylaws. Should at any time during the course of a meeting a majority of shares not be represented at such meeting, then the meeting shall adjourn without any further action or business being conducted.

The duly authorized representative of the Shareholder shall be that person whose name is filed by letter with the Service and certified by the President and Secretary/Treasurer of the Shareholder as being the person who represents said Shareholder and is entitled to vote its respective shares.

SECTION 8 - VOTING SHARES

Shareholder shall be entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws. Shareholder shall be entitled to one vote, for each share of stock entitled to vote held by Shareholder, upon each matter submitted to vote at a meeting of Shareholder.

SECTION 9 - INFORMAL ACTION BY SHAREHOLDER

Unless otherwise provided by law, any action required to be taken at a meeting of the Shareholder, or any other action which may be taken at a meeting of the Shareholder, may be taken without a meeting if the consent in writing, setting forth the action so taken, shall be signed by the Shareholder entitled to vote with respect to the subject matter thereof, however, such informal action must be in accordance with the procedures prescribed in KRS 271B.7-040 or any successor statute thereto.

SECTION 10 - VOTING BY BALLOT

Voting on any question or in any election may be via voice unless the presiding officer shall order or the Shareholder shall demand that voting be by ballot.

SECTION 11 - ORDER OF BUSINESS

The order of business at all meetings of the Shareholder, shall be as follows:

1. Roll Call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reports of Officers
5. Unfinished Business
6. New Business

ARTICLE IV – PARTICIPATION DEFINED

Any REALTOR® of this or any other association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these bylaws, shall be eligible to participate in the Multiple Listing Service upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service “membership” or “participation” unless they hold a current, valid real estate broker’s license and offer or accept compensation to and from other Participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an Association Multiple Listing Service is strictly limited to the activities authorized under a Participant’s licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey “participation” or “membership” or any right of access to information developed by or published by an Association Multiple Listing Service where access to such information is prohibited by law. The REALTOR® principal of any firm, partnership, corporation, or the branch office manager designated by said firm, partnership, or corporation as the “Participant” shall have all rights, benefits, and privileges of the Service, and shall accept all obligations to the Service for the Participant’s firm, partnership, or corporation, and for compliance with the bylaws and rules and regulations of the Service by all persons affiliated with the Participant who utilize the Service.

Merely possession of a broker’s license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm “offers or accepts cooperation and compensation” means that the Participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. “Actively” means on a continual and on-going basis during the operation of the Participant’s real estate business. The “actively” requirement is not intended to preclude MLS participation by a Participant or potential Participant that operates a real estate business on a part time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a Participant or potential Participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the Participant or potential Participant as long as the level of service satisfies state law.

The key is that the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a Participant or potential Participant that operates a Virtual Office Website (“VOW”) (including as VOW that the participant uses to refer customers to other Participants) if the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a Participant or potential participant “actively endeavors during the operation of its real estate business” to “offer or accept cooperation and compensation” only if the MLS has a reasonable basis to believe that the Participant or potential participant is in fact not doing so. The membership requirement shall be applied on a nondiscriminatory manner to all Participants and potential Participants.

SECTION 1 APPLICATION FOR PARTICIPATION

Application for participation shall be made in such manner and form as may be prescribed by the Board of Directors of the Service and made available to any REALTOR® (Principal) requesting it. The application form shall contain a signed statement wherein the applicant agrees to abide by these Bylaws and any other applicable Rules and Regulations of the Service as from time to time adopted or amended.

The Board of Directors / Staff, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Association’s Bylaws.

SECTION 2 - DISCONTINUANCE OF SERVICE

Participants of the Service may discontinue the Service by giving the Service thirty (30) days written notice and may reapply to the Service by making formal application in the manner prescribed for new applicants for participation provided all past dues and fees are fully paid.

SECTION 4 - Subscribers

Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with participants.

Subscriber’s authorized users may also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS participant or the participant’s licensed designee.

SECTION 5 - SERVICE CHARGES

The charges made for participation in the Service shall be as determined, and as amended from time to time by the Board of Directors of the Service, and specified in the Rules and Regulations of the Service.

Section 5a- Fees Payable. In the event a broker or sales licensee or licensed or certified appraiser who holds REALTOR® membership is suspended for non-payment of MLS fees, and the licensee remains with the DESIGNATED REALTOR® Member’s firm, the unpaid fee will be transferred to the DESIGNATED REALTOR® and shall be due within 30 days from the date of suspension unless the DESIGNATED REALTOR releases the licensee within 5 business days of the suspension. Fees shall be calculated from the first day of the current quarter and are payable within thirty (30) days of the notice of suspension. The fees will continue to accrue quarterly for the suspended licensee.

Section 5b- Non-Payment of Financial Obligations. No action shall be taken to suspend or expel a Member firm for non-payment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Participant or Subscriber who has had his membership terminated for nonpayment of dues, fees, fines or other assessments duly levied in accordance with the provision of these Bylaws, or the provision of other Rules and Regulations of the Service may apply for reinstatement during the current year after paying a reconnection fee, past due accounts and any current fees owed.

SECTION 6 – MEETINGS

There shall be an annual meeting of the Participants at a time and place as designated by the Board of the Service.

There shall be no regular meetings, other than the annual meeting, for Participants. Meetings of Participants will be called by the Board of the Service at a time and place and as the need may arise.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1 - Government of the Service

The business and affairs of the Corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a Board, and they may adopt such Rules and Regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with the Articles of Incorporation, these Bylaws and the laws of this Commonwealth.

SECTION 2 - ELECTION PROCEDURE, NUMBER, TENURE AND QUALIFICATIONS

All Directors shall be elected by the Shareholder, by and through its Board of Directors and shall take office on January 1 of the succeeding year, and except for the years 2012 and 2013 as provided for below, shall consist of at least twelve (12) Directors. Of those elected at least seven (7) shall be Participants and five (5) shall be Non-Participants. The election shall take place on that date in August or September that the Shareholder shall hold their Shareholder officer elections.

Except during the years 2012 and 2013, no more than three (3) Directors from any one (1) firm may serve in any given year. However, if a Director transfers to a firm that would result in more than three (3) Directors from a firm, the affected Directors may complete their term. Directors shall be elected for terms of three (3) Years. No Director shall serve more than two (2) consecutive terms. Any Director serving as President-Elect during his last year in office, shall succeed to the office of President, thereby automatically extending his term of office by two (2) years. Any Director who is serving as President or President-Elect of the Shareholder shall continue to serve as Director of the Service during such person's Presidency or Past-Presidency term.

For the year 2012 the Board may consist of up to twenty (20) Directors, not inclusive of any Director serving more than their normal three (3) year term due to their being President or Past President as provided above. Such twenty (20) Directors shall be comprised of the eight (8) incumbent Directors of the Service plus the eight (8) incumbent members of the Shareholder as of January 1, 2012 plus the four (4) additional REALTOR® Members elected by the Shareholder Members at the Shareholder's August 2011 annual meeting. The eight (8) incumbent members of the Shareholder and the eight (8) incumbent members of the Service shall serve according to the terms for which they were originally elected to serve the Shareholder or the Service respectively.

For the year 2013 the Board may consist of up to sixteen (16) Directors, not including of any Director serving more than their normal three (3) year term due to their being President or Past President as provided above. Such sixteen (16) Directors shall be comprised of the twelve (12) incumbent members of the Board as of January 1, 2013 plus the four (4) additional Directors elected by the Shareholder at the Corporation's August/September 2012 meeting set forth above.

For the year 2014 the Board shall consist of twelve (12) Directors, not inclusive of any Director serving more than their three (3) year term due to their being President or Past President as provided above. Such twelve (12) Directors shall be comprised of the eight (8) incumbent members of the Board as of January 1, 2014 plus the four (4) additional REALTOR® Members elected by the Shareholder members at the Corporation's August/September 2013 meeting set forth above.

SECTION 3 - REGULAR MEETINGS

The Board of Directors shall meet monthly at a time and place established by the Service President unless the President and the Executive Vice President deem there is insufficient business to conduct the meeting and approved by resolution of the Board of Directors and no further notice is required for these regular meetings.

SECTION 4 - SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President of the Service, or by a majority of the Directors of the Service, or by the Shareholder. The person or persons authorized to call special meetings of the Board of Directors may fix

any place, either within or without the Service Area, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 5 - NOTICE OF SPECIAL MEETINGS

Notice of any special meeting shall be given at least seven (7) days previous thereto by written notice delivered personally or mailed to each Director at his business address or delivered electronically with a mandated reply. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any special meeting must be specified in the notice or waiver of notice of any such special meeting.

Notice of special issues requiring a majority vote of the Board of Directors may be sent by electronic communication.

SECTION 6 - QUORUM

A quorum for the transaction of business of the Board of Directors meetings shall be a majority of the Board of Directors then serving.

SECTION 7 - MANNER OF ACTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

Each Director is entitled to cast a vote on any issue or topic presented to the Board of Directors.

Members of this Board of Directors upon approval in advance of the Executive Finance Committee may participate in a regular or special meeting by means of conference telephone or similar communications equipment or any means of communication by which all persons participating in the meeting can hear and speak to each other at the same time and participation in a meeting pursuant to this procedure shall constitute presence in person at the meeting.

SECTION 8 - VACANCIES

Any vacancy occurring in the Board of Directors of any Director may be filled for the balance of the term by the President of the Service with the approval of the affirmative vote of a majority of the remaining Directors.

SECTION 9 - REMOVAL OF DIRECTORS

At a meeting of the Board of Directors of the Shareholder, called expressly for that purpose, any Director may be removed with or without cause, by a majority vote of the Board of Directors of the Shareholder. A Director shall be automatically removed without the requirement of Shareholder vote, if any such Director fails to attend 3 consecutive regular meetings, with or without a quorum, or fails to attend 4 meetings in any calendar year.

SECTION 10 - RESIGNATION

A Director may resign at any time by giving written notice to the Service, the President or the Secretary/Treasurer of the Service. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Service or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 11 - INFORMAL ACTION BY DIRECTORS

Unless specifically prohibited by the Articles of Incorporation or these Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in

writing setting forth the action so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date. Any such consent signed by all the Directors shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State.

SECTION 12 - EXPENSES

By resolution of the Board of Directors of the Service, the Directors may be paid their expenses, if any, of any meeting of the Board or any KAR or NAR meeting attended by said Director on behalf of and at the request of the Service. Participant/Subscriber fees for the current President of the Service shall be waived during his/her term of office.

ARTICLE VII - OFFICERS

SECTION 1 - NUMBER AND GENERAL POWERS

The officers of this Corporation shall be President, President-Elect and Secretary/ Treasurer. These officers shall receive no compensation for their positions.

The Board of Directors shall hire an Executive Vice President (EVP) Officer for the Service and said EVP shall be responsible for the day-to-day operations of the Service.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

SECTION 2 - ELECTION AND TERM OF OFFICE

Only members of the Board of Directors of the Service may serve as an officer of this Corporation. The officers of the Corporation shall be elected annually by the Board of directors of the Service within two (2) weeks of the annual election of new Directors. For the purposes of electing the Officers of the Service, newly elected Directors shall have a vote and those Directors who will not be on the Board of Directors the next year shall not have a vote. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 3 - REMOVAL

Any officer, agent, or the EVP, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4 - VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of Directors of the Service for the unexpired portion of the term.

SECTION 5 - PRESIDENT

The President shall be the principal officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Shareholder and of the Board of Directors. He may sign, with the Secretary/Treasurer or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated

by the Board of Directors or by these Bylaws to some other officer, agent or EVP of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6 - PRESIDENT-ELECT

In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect 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 President-Elect shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7 – SECRETARY/TREASURER

The Secretary/Treasurer shall keep the minutes of the Shareholder and of the Directors meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records and keep a register of the post office address of the Shareholder, which shall be furnished to the Secretary/Treasurer by such Shareholder, have general charge of the stock transfer books of the Corporation and in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

The Secretary/Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and in general perform all of the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The day-to-day operational functions of the Secretary/Treasurer may be delegated by the Board of Directors of the Service to the Chief Administrative Officer.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1 - CONTRACTS

The Board of Directors may authorize the President or Executive Vice President, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2 - LOANS

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in its name unless authorized by a resolution of the Board of Directors and with the approval of the Shareholder. Such authority may be general or confined to specific instances.

SECTION 3 - CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Any approval by the Board of the Service for an expenditure of funds exceeding the amount of cash on hand available to and not otherwise previously approved in the annual budget, shall not be authorized without Shareholder approval.

SECTION 4 - DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may elect.

ARTICLE IX - COMMITTEES

SECTION 1 – COMMITTEES/TASK FORCES

The President, with the approval of the Board of Directors of the Service, shall appoint Participants or Subscribers to committees/task forces as needed. Each Committee/task force shall consist of not less than one (1) Participant in the Service. The President of the Service shall be an ex-officio member of all committees/task forces and shall be notified of their meetings.

SECTION 2 - EXECUTIVE/FINANCE COMMITTEE

The Executive/Finance Committee shall be comprised of the President, President-elect, Secretary/Treasurer and Immediate Past President of the Service. The Executive/Finance Committee shall have all authority granted under KRS 271B.8-250 or subsequent statutes.

SECTION 3 – MLS OPERATIONS COMMITTEE

The MLS Operations Committee shall be of size and shall have duties, functions and powers as assigned by the Board of Directors of the Service except as otherwise provided in these Bylaws. If a vacancy arises on the committee, the current sitting President will appoint a new committee member to fill the vacancy. The President-elect of the service shall serve as the chair of the MLS Operations Committee.

Note: Term Limits for MLS Operations Committee Members There are approximately 12 members on this committee. The President can attend all committee meetings pertaining to the MLS. The President-Elect gets a 3 year term so that they serve on Operations during their President Elect, President and Past President years. There would be 12 members and to start the term limits, committee members will be asked if they want to continue and see what happens. The remaining members' names will be put into a drawing. The names will be drawn for 4 (3yr terms), 4 (2 yr terms) and 4 (1 yr terms) with the explanation that at the end of the term they could ask the President to reappoint them with the understanding that it means they are committing to another 3 year term. This would keep 4 people rotating on a regular basis even though it could be the exact same people going back on.

SECTION 4 - ORGANIZATION

All committees shall be of size and shall have duties, functions and powers as assigned by the Board of Directors of the Service except as otherwise provided in these Bylaws.

ARTICLE X - CERTIFICATES FOR SHARES AND THEIR TRANSFER

Certificates representing shares of the Corporation shall be in such form as shall be determined by the Directors. Such certificates shall be signed by the President and by the Secretary/Treasurer or by such other officers authorized by law and by the Directors. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the Shareholder, the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the Corporation as the Directors may prescribe.

ARTICLE XI - DIVIDENDS

The Board of Directors may from time to time, declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by its Articles of

Incorporation, these Bylaws or by the laws of the Commonwealth of Kentucky.

ARTICLE XII - SEAL

The Corporation shall have no corporate seal.

ARTICLE XIII - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Shareholder or Director or Participant of the Corporation under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by electronic communication and/or at any meeting of the Board of Directors of the Service by a majority vote of the Directors present at the meeting. Any Amendment before being effective must be approved by the Shareholder. The Shareholder may amend these bylaws via electronic communication or at a meeting of the Shareholder's Board of Directors. The Shareholder of the Corporation may alter, amend or repeal these Bylaws without the approval or request of the Board of Directors of the Service.

ARTICLE XV - INDEMNIFICATION

The Corporation shall have the power to indemnify any and all persons to the extent provided by the laws of the Commonwealth of Kentucky who may serve or who have served any time as a Director, officer, employee or agent of the Corporation against any and all expenses to the extent actually and necessarily incurred or to be incurred by such persons in connection with the defense of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of their capacity with the Corporation.

The indemnification provided by this section shall not be deemed exclusive of, or in any way to limit, any other rights to which any person indemnified may be or may become entitled as a matter of law, by the articles, regulations, agreements, insurance, vote of members, or otherwise, with respect to action in his official capacity, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, agent or employee, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section or of the Kentucky Revised Statutes.

ARTICLE XVI - DISSOLUTION

This Corporation may be dissolved in any manner as prescribed by law. Upon dissolution, any plan of liquidation shall provide for the collection of all assets and the payment of all liabilities. Upon dissolution the remaining assets of the Service shall be distributed to the Shareholder.

The Shareholder shall receive its return of capital contribution to the Service in full or on a prorata basis. Any funds or assets available for distribution after the payment of capital shall be distributed to the Shareholder.

ARTICLE XVII - MISCELLANEOUS

There shall be no proxies accepted for voting purposes at any meeting of either the Shareholder or the Board of Directors of the Service.

If any part of these Bylaws shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

Where applicable, all references in these Bylaws to the singular shall include the plural and all references to the masculine shall include the feminine.

ARTICLE XVIII - RULES OF ORDER

Roberts Rules of Order, latest edition, shall be recognized as the authority governing all meetings of shareholders, directors and committees in all instances wherein its provisions do not conflict with the Articles of Incorporation and these Bylaws.