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JOHN Y. HANCOCK III  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
COUNCIL FOR BURLEY TOBACCO, INC.

ARTICLE I

The name of this corporation shall be Council For Burley Tobacco, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The objects and purposes of this Corporation and the nature of the corporation and the nature of the business to be established, promoted, transacted and carried on by it shall be, among other things, to do any and all of the things herein mentioned as fully and to the same extent as a natural person might or could do, and in any part of the world, to-wit:

1. To do any and all things permitted and authorized by Chapter 271B of the Kentucky Revised Statutes.
2. To represent the mutual interest of all segments of the burley tobacco industry in the development of effective programs, designed to meet the changing needs of this industry.
3. To encourage and develop a better understanding between the producers of burley tobacco and other farmers and non-farm people.
4. To provide a forum in which all matters of concern to the

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ATTORNEYS-AT-LAW  
NEW CASTLE, KY 40050

tobacco industry may be discussed and resolved.

5. To accept, receive, maintain and invest gifts, contributions, donations, devises, bequests, endowments and funds, both general and special, and to administer the same, and to expend the principal and the income thereof or either the principal or the income for the furtherance of any of the purposes expressed herein.

#### ARTICLE IV

This Corporation shall be a membership corporation, shall have no capital stock and is not organized for pecuniary profit.

#### ARTICLE V

No part of the assets, income, profits or net earnings of the corporation shall inure to the benefit of or be distributed to its individual members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted

to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE VI

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax laws); shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Service Code of 1954 (or corresponding provisions of any subsequent federal tax laws); shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax laws); shall not make any investments in such manner as to subject it to tax under Section 4922 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax laws); and shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax laws).

#### ARTICLE VII

Upon the dissolution, final liquidation, or winding up of the Corporation, the Board of Directors shall, after paying or making

provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization, or organizations, organized and operated exclusively for the same or similar not-for-profit (charitable, educational, religious, or scientific) purposes as shall at the time qualify as an exempt organization, or organizations, under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine, but such final assets shall not inure to the benefit of or be distributed to the corporation's individual members, directors, trustees, officers, or other private persons.

#### ARTICLE VIII

The classes and conditions of membership of this corporation shall be as set out in the By-Laws.

#### ARTICLE IX

The officers and directors of this Corporation, their term of office, powers, duties and method of selection, shall be as set out in the By-Laws.

#### ARTICLE X

The indebtedness of this Corporation shall not at any time exceed One Hundred Thousand Dollars (\$100,000.00).

ARTICLE XI

The private property of the officers, directors and members of this Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE XII

This Corporation reserves the right to amend, alter, enhance, or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by the Laws of the Commonwealth of Kentucky.

ARTICLE XIII

The address of the initial registered and principal office of this corporation shall be 3070 Harrodsburg Road, Room 170, Lexington, Kentucky 40503, and the name of its registered agent shall be Ray Mackey, 3070 Harrodsburg Road, Room 170, Lexington, Kentucky 40503.

ARTICLE XIV

The names and addresses of the incorporators of this corporation and its initial Board of Directors are as follows:

John R. Fritz, Jr.  
4100 Nicholasville Road  
Lexington, KY 40503

Henry S. West  
3450 White Lick Road  
Paint Lick, KY 40461

Paul Hornback  
3251 Mt. Eden Road  
Shelbyville, KY 40065

Danny McKinney  
P. O. Box 860  
Lexington, KY 40587

William Sprague  
P. O. Box 20700  
Louisville, KY 40250


T. A. Norvell  
P. O. Box 519  
Lexington, KY 40585

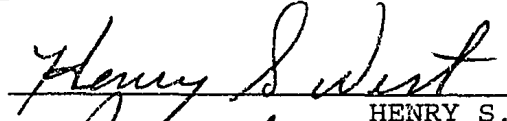
Dale Madden  
3876 Highway 30 East  
Tyner, KY 40486


Edwin Sutton  
45 Harmons Lick Road  
Crab Orchard, KY 40419

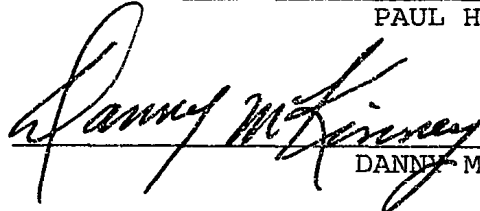
Denny Wilson  
620 South Broadway  
Lexington, KY 40587

WITNESS the hands of the undersigned incorporators this 21st  
day of June, 1996.

  
JOHN R. FRITZ, JR.

  
HENRY S. WEST

  
PAUL HORNBACK

  
DANNY MCKINNEY

*William Sprague*

WILLIAM SPRAGUE

*T. A. Norvell*

T. A. NORVELL

*Dale Madden*

DALE MADDEN

*Edwin Sutton*

EDWIN SUTTON

*Denny Wilson*

DENNY WILSON

STATE OF KENTUCKY)

SCT.

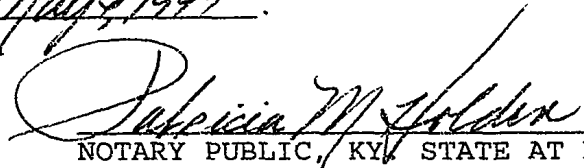
COUNTY OF FAYETTE)

I, *Shelvia Myforden*, a notary public, do hereby certify that on this 21st day of June, 1996, personally appeared before me John R. Fritz, Jr., Henry S. West, Paul Hornback, Danny McKinney, William Sprague, T. A. Norvell, Dale Madden, Edwin Sutton and Denny Wilson, who, being by me first duly sworn, declare that they are the incorporators of the above named corporation; that they signed the foregoing document as incorporators of the corporation; and

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NEW CASTLE, KY 40050

that the statements therein contained are true.

My commission expires May 5, 1997.

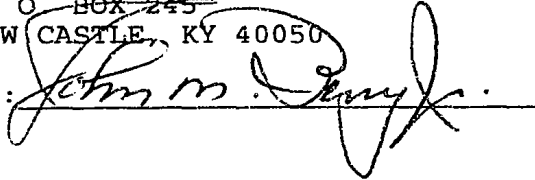


NOTARY PUBLIC, KY STATE AT LARGE

THIS INSTRUMENT WAS DRAFTED BY:

BERRY & FLOYD, P.S.C.  
ATTORNEYS AT LAW  
P. O. BOX 245  
NEW CASTLE, KY 40050

BY:



BERRY & FLOYD, P.S.C.  
ATTORNEYS-AT-LAW  
NEW CASTLE, KY 40050



**BERRY & FLOYD, P.S.C.**

ATTORNEYS AT LAW  
19 N. MAIN STREET, P.O. BOX 245  
NEW CASTLE, KY. 40050

JOHN M. BERRY, JR.  
D BERRY BAXTER  
ELIZABETH A. HEILMAN

ESTABLISHED 1927

PHONES (502) 845-2880 AND 845-2881  
FAX (502) 845-4223

JOHN M. BERRY (1900-1991)  
OF COUNSEL  
D. K. FLOYD

Kentucky Secretary of State 7-12-96  
P. O. Box 718  
Frankfort, KY 40602-0718

**FILING OF DOCUMENTS**

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RE: Council for Burley Tobacco

The following documents are enclosed for filing with your office:

Articles of Incorporation in triplicate

File fee: \$8.00

COMMUNICATIONS  
DIVISION  
JUL 15 1996  
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