

Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State

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Secretary of State
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Secretary of State
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Articles of Incorporation

PAI

For the purposes of forming a business corporation in Kentucky pursuant to KRS Chapter 271B, the undersigned incorporator hereby submits the following Articles of Incorporation to the Office of the Secretary of State for filing:

Article I: The name of the company is

Sterling Capital, Inc.

Article II: The street address of the company's initial registered office in Kentucky is

1000 N. Hurstbourne Parkway, Second Floor, Louisville, KY 40223

and the name of the initial registered agent at that address is **Bardenwerper Talbott & Roberts, PLLC**

Article III: The mailing address of the company's initial principal office is

9407 Westport Road, Suite 180, Louisville, KY 40241

Article IV: The name and mailing address of each incorporator is

Bardenwerper Talbott & Roberts, PLLC 1000 N Hurstbourne Parkway, Louisville, Kentucky 40223

Article V: The number of shares the corporation is authorized to issue is **1000**

Executed by the Incorporator on Monday, March 10, 2014

Name of Incorporator: **Bardenwerper Talbott & Roberts, PLLC**

Signature of individual signing on behalf of Incorporator:

Nicholas R. Pregliasco

I, **Bardenwerper Talbott & Roberts, PLLC**, consent to serve as the Registered Agent on behalf of the corporation.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Nicholas R. Pregliasco