

RECEIVED FEB 14 1991

SECRETARY OF STATE'S ANNUAL VERIFICATION REPORT

Due June 30 - (Corporations must file by this date to avoid bad standing status)

CAUTION READ CAREFULLY - Make check payable to Kentucky State Treasurer - Mail both annual report form and check to BREMER EHRLER, SECRETARY OF STATE, P. O. BOX 1150, FRANKFORT, KY 40602-1150 (502-564-2848).

RECORD #: 166774

DUE: June 30, 1991

FILING FEE: 4.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

POSSIBILITIES UNLIMITED, INC.
4514 BRIAR HILL RD.
LEXINGTON, KY. 40516-9707

(3) STATE OF INCORPORATION:

KENTUCKY

(2) CORRECTED PRINCIPAL OFFICE ADDRESS:

[Empty box for corrected address]

(4) DATE OF INCORPORATION OR CERTIFICATE OF AUTHORITY:

05-10-82

(5) REGISTERED AGENT AND REGISTERED ADDRESS:

1400 CORP.
ATTN: LAWRENCE K. BANKS
VINE CENTER TOWER
333 W. VINE ST.
LEXINGTON, KY. 40507

A corporation may change its registered office or registered agent by filing a statement of change form per KRS 271B.5-020 (profit) or KRS 275.184 (non-profit). Forms are available by checking the request block below or writing to the Secretary of State's office.
MAR 22 1991
YES, PLEASE SEND FORMS!

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SECRETARY OF STATE
COMMONWEALTH OF KY

PLEASE TYPE OR PRINT (The annual report will not be accepted for filing if this section is not completed.)

List below names and business address of the corporation's directors and principal officers. If necessary attach a continuation sheet. (If you are the only officer, give your name and address and denote sole officer.)

025801

PRESIDENT _____
VICE PRESIDENT _____
SECRETARY _____
TREASURER _____
OTHER _____

See Attachment

I VERIFY THAT THE RECORDS OF THE SECRETARY OF STATE ARE TRUE AND CORRECT AND I AM AUTHORIZED TO SIGN THIS REPORT (ALL CORPORATIONS MUST SIGN ON AUTHORIZED SIGNATURE LINE).

AUTHORIZED SIGNATURE: *Lawrence K. Banks* TITLE: *Chairman* PHONE: *606/299-0445*

PROFESSIONAL SERVICE CORPORATIONS ONLY - KRS 274 105 Requires the names and addresses of all shareholders in addition to the directors and principal officers.

Pursuant to KRS 274.105, I the undersigned, being President of the KRS Chapter 274 corporation, a professional service corporation, do hereby certify that all of the shareholders of the said corporation, not less than one half of the directors, and all officers other than secretary and treasurer, are duly qualified as provided in Chapter 274. (Please use the lines above or attach continuation sheet.)

PRESIDENT'S SIGNATURE _____

POSSIBILITIES UNLIMITED, INC.
BOARD OF DIRECTORS

Mr. Lawrence K. Banks
Attorney\Greenebaum, Doll & McDonald
P.O. Box 1808\Lexington, KY\40593
231-8500 (w)

Mr. Giles Titus Black
Eastern Kentucky University Counsel
133 Adams Lane\Richmond, KY\40475
606/622-1907 (w) 606/623-7549 (h)

Mrs. Mary Ann Burdette,
Former Fayette County School Board Member
1016 The Lane\Lexington, KY\40504
277-4507 (h)

Mrs. Hazel Bynum
Co-Chairperson, Scott Countians Against Drugs
611 S. Hamilton\Georgetown, KY\40324
502/863-0148 (h)

Mrs. Ninita Cates
School Teacher
1914 Port Royal Court\Lexington, KY 40504
277-3575 (h)

Mr. Catesby W. Clay
President, Kentucky River Coal Company
200 West Vine Street\Lexington, KY\40508
254-8498 (w) 606/987-1864 (h)

Mr. Don Cloyd
President, Joe M. Hawkins Company
220 Big Run Road\Lexington, KY\40503
278-8303 (w) 224-1120 (h)

Mrs. Barbara Cooper
Junior League Member
933 The Curtilage\Lexington, KY\40502
269-7171 (h)

Mr. Roy D. Durbin
Council Member
3416 Lannette Lane\Lexington, KY\40503
223-9912 (w) 223-5919 (h)

Mr. Ercel Ellis
Self-Employed, WVLK Radio Station
730 Clay Kiser Pike\Paris, KY\40361
606/987-6805 (h)

BOARD OF DIRECTORS

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Mr. Barry Gorham
Physicians for Women
2620 Wilhite Drive\Lexington, KY\40503
278-0363 (w)

Ms. Leigh Griffin
Vice President, Progressive Insurance Company
P.O. Box 4065\Lexington, KY\40544
253-1561 (w) 277-2363 (h)

Mr. F. Lee Hess
Chief Executive Officer\Vine Street Trust
360 East Vine Street\Lexington, KY\40507
281-2120 (w) 268-0425 (h)

Mr. V. Sandy Hunsaker
President, Hunsaker Management Corporation
PO Box 23294\Lexington, KY\40523
885-6475 (w) 272-2819 (h)

Mr. Lee A. Jackson
Department for Employment Services
300 South Upper Street\Lexington, KY\40508
252-3303 (w) 272-4305 (h)

Mr. James S. Mahan, III
Chief Executive Officer, Cardinal Bancshares
400 East Vine\Lexington, KY\40507
255-9222 (w) 268-8846 (h)

Mr. Wesley Marion
Sageser Drugs/Pharmacist
392 Southland Drive\Lexington, KY\40503
277-1186 (w) 271-2485 (h)

Mr. Clyde W. Mauldin
Former President, Bank of Lexington
2 Waters Edge Place\Lexington, KY\40502
266-0219 (h)

Mrs. Patricia Merritt
Assistant Business Manager, Pain Management Center
905 Wishbone Court\Lexington, KY\40502
269-6164 (h) 233-5956 (w)

Mr. C. Thomas Murrell, III
Executive Vice-President, First Security
One First Security Plaza\Lexington, KY\40507
231-2321 (w)

BOARD OF DIRECTORS

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Mr. John Pettus
President, SuperAmerica
P.O. Box 14000\Lexington, KY\40512
264-2076 (w) 271-3716 (h)

Mrs. Nancy Potter
Businesswoman/Design Source
271 West Short Street\Lexington, KY\40507
255-8989 (w) 254-4629 (h).....

Dr. George R. Ross
Executive Director, PUI
4514 Briar Hill Road\Lexington, KY 40516
299-0445 (w) 223-5126 (h)

Mr. Wayne L. Smith
President, Central Bank and Trust
Kincaid Towers\Lexington, KY\40507
253-6222 (w) 266-6013 (h)

Dr. Ronald E. Walton
Superintendent, Fayette County Public Schools
701 East Main Street\Lexington, KY\40502
281-0104 (w)