

1.) CORPORATION NAME:

**RES-CARE, INC.**

DUE DATE: **9/30/2013**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**CT CORPORATION SYSTEM  
4701 COX ROAD, SUITE 285  
GLEN ALLEN, VA**

SCC ID NO: **F1309998**

5.) STOCK INFORMATION

| CLASS  | AUTHORIZED |
|--------|------------|
| COMMON | 40,000,000 |
| PREFER | 1,000,000  |

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

**HENRICO COUNTY**

4.) STATE OR COUNTRY OF INCORPORATION:

**KY**

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 9901 LINN STATION RD

CITY/ST/ZIP: LOUISVILLE, KY 40223

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

|                 |                          |   |  |
|-----------------|--------------------------|---|--|
| NAME:           | RALPH G GRONEFELD, JR.   | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| TITLE:          | P/CEO                    |   |  |
| ADDRESS:        | 9901 LINN STATION RD     |   |  |
| CITY/ST/ZIP/CO: | LOUISVILLE, KY 40223     |   |  |
| NAME:           | DONALD ROSS DAVISON      | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR            |
| TITLE:          | VP/T/CFO                 |   |  |
| ADDRESS:        | 9901 LINN STATION RD.    |   |  |
| CITY/ST/ZIP/CO: | LOUISVILLE, KY 40223     |   |  |
| NAME:           | STEVEN S REED            | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR            |
| TITLE:          | CHF LEGAL OFF/S          |   |  |
| ADDRESS:        | 9901 LINN STATION ROAD   |   |  |
| CITY/ST/ZIP/CO: | LOUISVILLE, KY 40223     |   |  |
| NAME:           | JAMES BLOEM              | <input type="checkbox"/> OFFICER            | <input checked="" type="checkbox"/> DIRECTOR |
| TITLE:          | DIRECTOR                 |   |  |
| ADDRESS:        | 500 WEST MAIN STREET     |   |  |
| CITY/ST/ZIP/CO: | LOUISVILLE, KY 40202     |   |  |
| NAME:           | DAVID BRADDOCK           | <input type="checkbox"/> OFFICER            | <input checked="" type="checkbox"/> DIRECTOR |
| TITLE:          | DIRECTOR                 |   |  |
| ADDRESS:        | 3825 INS AVE., SUITE 200 |   |  |
| CITY/ST/ZIP/CO: | BOULDER, CO 80301        |   |  |
| NAME:           | William Brock            | <input type="checkbox"/> OFFICER            | <input checked="" type="checkbox"/> DIRECTOR |
| TITLE:          | DIRECTOR                 |   |  |
| ADDRESS:        | 9901 Linn Station Road   |   |  |
| CITY/ST/ZIP/CO: | Louisville, KY 40223     |   |  |

|  |   |                           |                                     |          |
|--|---|---------------------------|-------------------------------------|----------|
| NAME: Steven Epstein<br>TITLE: DIRECTOR<br>ADDRESS: 9901 Linn Station Road<br>CITY/ST/ZIP/CO: Louisville, KY 40223   | <input type="checkbox"/>  | OFFICER                   | <input checked="" type="checkbox"/> | DIRECTOR |
| NAME: Robert Hallagan<br>TITLE: DIRECTOR<br>ADDRESS: 9901 Linn Station Road<br>CITY/ST/ZIP/CO: Louisville, KY 40223  | <input type="checkbox"/>  | OFFICER                   | <input checked="" type="checkbox"/> | DIRECTOR |
| NAME: Olivia Kirtley<br>TITLE: DIRECTOR<br>ADDRESS: 9901 Linn Station Road<br>CITY/ST/ZIP/CO: Louisville, KY 40223   | <input type="checkbox"/>  | OFFICER                   | <input checked="" type="checkbox"/> | DIRECTOR |
| NAME: Robert LeBlanc<br>TITLE: DIRECTOR<br>ADDRESS: 9901 Linn Station Road<br>CITY/ST/ZIP/CO: Louisville, KY 40223   | <input type="checkbox"/>  | OFFICER                   | <input checked="" type="checkbox"/> | DIRECTOR |
| NAME: Kevin Fisher<br>TITLE: Assit. Treas<br>ADDRESS: 9901 Linn Station Road<br>CITY/ST/ZIP/CO: Louisville, KY 40223   | <input checked="" type="checkbox"/>   | OFFICER                   | <input type="checkbox"/>            | DIRECTOR |
| NAME: Rachael Givens<br>TITLE: Cf. Compl Ofc<br>ADDRESS: 9901 Linn Station Road<br>CITY/ST/ZIP/CO: Louisville, KY 40223  | <input checked="" type="checkbox"/>   | OFFICER                   | <input type="checkbox"/>            | DIRECTOR |
| NAME: Patrick Kelley<br>TITLE: COO<br>ADDRESS: 9901 Linn Station Road<br>CITY/ST/ZIP/CO: Louisville, KY 40223  | <input checked="" type="checkbox"/>   | OFFICER                   | <input type="checkbox"/>            | DIRECTOR |
| <b>I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.</b>   |   |                           |                                     |          |
| /s/ STEVEN S REED<br>_____<br>SIGNATURE OF DIRECTOR/OFFICER<br>LISTED IN THIS REPORT   | STEVEN S REED, CHF LEGAL<br>OFF/S<br>_____<br>PRINTED NAME AND CORPORATE<br>TITLE | 6/4/2014<br>_____<br>DATE |                                     |          |
| It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing. |   |                           |                                     |          |