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AMD

Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF AMENDMENT
OF
FRANKFORT COUNTRY CLUB, INC.

WHEREAS, the Board of Directors of the Frankfort Country Club, Inc. ("the Club") by unanimous vote, duly passed a motion in accordance with provisions of KRS Chapter 271B at a meeting of said Board on October 15, 2019 to recommend that the Stockholders of the Club amend the Articles of Incorporation of the Club to increase the amount of the Club's limit of mortgage indebtedness secured by a lien on property of the Club to \$1,500,000.00 and as otherwise set forth below; and

WHEREAS, the Board determined that the above action was prudent and necessary to secure bank financing to construct a new swimming pool on the Club's property; and

WHEREAS, said proposed Amendment was submitted to the Shareholders of the Club for a vote at a Special Meeting of the Stockholders at the Frankfort Country Club, Inc. on November 13, 2019, after due and proper notice of the date, time, place and purpose of said meeting was timely provided to said Stockholders; and

WHEREAS, the Amendment set forth below was approved at said meeting by an affirmative vote of more than three-fourths of the Shareholders who were entitled to vote on said Amendment, with 171 affirmative votes in favor of the Amendment and 11 negative votes against the Amendment out of a total 220 Shareholders entitled to vote;

WHEREAS, the total number of shareholder votes for approval of said Amendment was sufficient for approval of the Amendment to Article VIII of the Club's Articles of Incorporation which became effective with said approval on November 13, 2019; and

NOW, THEREFORE, with the recommendation of the Board of Directors and the approval of the Shareholders of the Club as heretofore stated, Article VIII of the Articles of Incorporation of the Club was duly amended on November 13, 2019 to read as follows:

"ARTICLE VIII. The highest amount of secured indebtedness, whether secured by a lien or mortgage on the Club Property shall not exceed One Million Five Hundred Thousand Dollars (\$1,500,000.00); provided, however, this debt limit shall automatically revert to \$750,000.00 after the new swimming pool project has been completed and the debt incurred thereon has been fully paid."

IN WITNESS WHEREOF, the President and Secretary of the Frankfort Country Club, Inc. have affixed their signatures as of the 5th day of November, 2021.

Rick Harp
RICK HARP, PRESIDENT

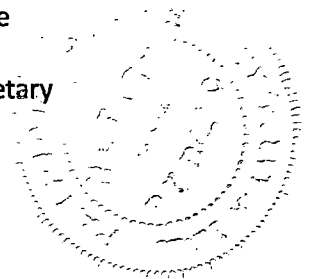
Susan C. Lawson, Secretary
SUSAN C. LAWSON, SECRETARY

COMMONWEALTH OF KENTUCKY
COUNTY OF FRANKLIN

I, Patricia Parks, a Notary Public for and in the State and County aforesaid, do hereby certify that the foregoing Articles of Amendment of the Frankfort Country Club, Inc. were executed before me by Rick Harp, as President of said Club and Susan C. Lawson as Secretary of said Club on the 5th day of November, 2021.

My Commission expires on 12-9-21

Patricia Parks
NOTARY PUBLIC, FRANKLIN COUNTY, KENTUCKY



THIS INSTRUMENT PREPARED BY:

Susan C. Lawson
Susan C. Lawson, Esq.
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Frankfort, Kentucky 40601