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Michael G. Adams
Kentucky Secretary of State
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF BRINLY- HARDY COMPANY**

Brinly-Hardy Company adopts the following Amended and Restated Articles of Incorporation, on November 1, 2020, in the manner prescribed by the Kentucky Business Corporation Act, which Amended and Restated Articles of Incorporation supersede the Amendment To Articles of Incorporation adopted by the stockholders on October 7, 1957, which Amendment To Articles amended and restated the Articles of Incorporation in their entirety, and which Amendment To Articles was filed with the Kentucky Secretary of State on or about October 29, 1957, and all subsequent amendments thereto.

I – Name

The name of the corporation shall be BRINLY-HARDY COMPANY.

II – Purposes

The purposes of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under Kentucky law, which may include the manufacture and sale of plows and other agricultural implements and machinery, as was the original purpose for which the corporation was founded in 1900, as reflected in the original Articles of Incorporation filed in the office of the County Court of Jefferson County, Kentucky, on January 27, 1900.

III – Duration

The life of the corporation shall be perpetual.

IV – Registered Office and Registered Agent

The registered office of the corporation in the State of Kentucky shall be at 255 Chenoweth Lane, Louisville, Kentucky 40207 and the name of its registered agent at such office is Jane W. Hardy.

V – Principal Office

Until otherwise changed as provided by law, the mailing address of the principal office of the corporation is 3230 Industrial Parkway, Jeffersonville, Indiana 47130.

VI – Capital Stock

The amount of capital stock of the corporation shall be Sixty Thousand (\$60,000) Dollars, represented by Sixty Thousand (60,000) shares of common stock having a par value of One (1.00) Dollar per share, and each of said shares shall have equal voting power with each

other share. No shareholder shall, by reason of his or her stock ownership, have any pre-emptive right to acquire the unissued shares of the corporation.

VII – Continuous Business Engagement

The corporation has been engaged in business continuously since June 27, 1900.

VIII – Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director:

(a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation or its shareholders;

(b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;

(c) for distributions to shareholders made in violation of the Kentucky Revised Statutes;

or

(d) for any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval by the shareholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as so amended, without the necessity of further shareholder action. Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of, or increase the liability of any director of the corporation with respect to any acts or omission occurring prior to, such repeal or modification.

IX – Stock Transfer Rights and Restrictions

For so long as that certain Stock Purchase Agreement dated January 7, 1994 among the corporation and the stockholders of the corporation remains in effect, the outstanding shares of stock of the corporation owned by the shareholders shall be transferable only in compliance with the provisions of this Stock Purchase Agreement, including but not limited to the put option, redemption at death, and rights of first refusal provisions in this Stock Purchase Agreement.

X – Bylaws

The Board of Directors of the corporation shall be empowered to make and alter by-laws, subject to the power of the shareholders to change or repeal the same.

**CERTIFICATE REGARDING AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF BRINLY-HARDY COMPANY**

This certificate is delivered pursuant to KRS271B.10-040(4), together with the Amended and Restated Articles of Incorporation of Brinly-Hardy Company. On behalf of Brinly-Hardy Company, the undersigned states that the Amended and Restated Articles of Incorporation attached hereto contain amendments to the Articles of Incorporation requiring shareholder approval and, therefore, provides the information required by KRS271B.10-060 as follows:

The name of the corporation is Brinly-Hardy Company.

Articles I - X have been amended in their entirety as set forth in the Amended and Restated Articles of Incorporation attached hereto.

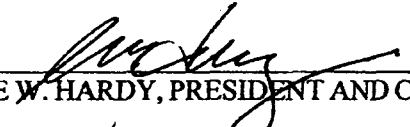
The amendments to the Articles of Incorporation do not provide for an exchange, reclassification, or cancellation of issued shares.

The amendment and restatement of the Articles of Incorporation were adopted by vote of the shareholders at a special meeting of the shareholders held on November 1, 2020.

At the November 1, 2020 special meeting of the shareholders of Brinly-Hardy Company, twenty-two thousand eight hundred and nine (22,809) shares of Brinly-Hardy Company common stock were outstanding and entitled to vote on all matters presented to the meeting, including adoption of the amendment and restatement. No voting groups exist. A total of nineteen thousand and twelve (19,012) shares of the common stock of Brinly-Hardy Company were represented at the meeting and a total of nineteen thousand and twelve (19,012) votes were cast in favor of adoption of the Amended and Restated Articles of Incorporation of Brinly-Hardy Company, which number is sufficient for approval of this amendment and restatement of the Articles of Incorporation.

Executed this 3rd day of November 2020.

BRINLY-HARDY COMPANY



JANE W. HARDY, PRESIDENT AND CEO



KELLYE GROSS, SECRETARY