

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AL J. SCHNEIDER COMPANY**

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**Michael G. Adams**  
**Kentucky Secretary of State**  
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Pursuant to the provisions of Chapter 271B of the Kentucky Revised Statutes and Section 271B.10-060 of the Kentucky Business Corporation Act, the Articles of Incorporation of **AL J. SCHNEIDER COMPANY**, a Kentucky corporation (the “**Corporation**”), are hereby amended as set forth below:

1. The name of the Corporation is Al J. Schneider Company.
2. The Corporation’s Articles of Incorporation are hereby amended to add Article X to read as follows:

**“ARTICLE X.**

**Major Decisions**

A vote of 80% of both of the voting and non-voting shares of the Corporation is required for the following decisions: (i) any change to the Subchapter-S status of the Corporation, including any Election to modify such status, (ii) dissolution of the Corporation (but not to include the dissolution of a subsidiary of the Corporation), and (iii) the sale of substantially all the assets of the Corporation.

A vote of 80% of the voting shares of the Corporation is required for (i) a merger that would result in a change of control, or (ii) the authorization for the election of a Director who is not a Class A Director (as defined in the Amended and Restated By-Laws of the Corporation as in effect on December 31, 2022) as Chairman of the Board of Directors of the Corporation.

A vote of 70% of the voting shares of the Corporation is required for the following decision: (i) changes to the Articles of Incorporation, (ii) changes to the Shareholders’ Agreement, (iii) decisions regarding bankruptcy, (iv) the sale of treasury stock or other transactions that result in dilution in the ownership of the Corporation, (v) transfer of stock to a shareholder who is not a “Permitted Transferee” (as defined in the Second Amended and Restated Shareholders’ Agreement of the Corporation, as amended from time to time) and (vi) acquisitions by the Corporation involving a target or combination of targets in one transaction totaling more than 50% of the Corporation’s value.”

3. The Corporation's Articles of Incorporation are hereby amended to add Article XI to read as follows:

**"ARTICLE XI.**

**Decisions of the Board**

Notwithstanding the number of individuals on the Board of Directors who are either a Class A Director or a Class B Director (as defined in the Amended and Restated By-Laws of the Corporation as in effect on December 31, 2022), the aggregate amount of the votes of the Class A Directors shall be weighted to equal the aggregate amount of the votes of the Class B Directors. For example, if there are six Class B Directors and four Class A Directors, each vote of the four Class A Directors shall be weighted to equal one and one-half votes of a Class B Director so that the collective votes of the Class A Directors and of the Class B Directors shall both equal six."

4. The amendments set forth in these Articles of Amendment were adopted by the Board of Directors of the Corporation and were approved by the shareholders of the Corporation at a properly called meeting of the shareholders held on July 17, 2024.
5. The Corporation has outstanding 226,905 shares of common stock designated as "Class A Voting Shares," each of which was entitled to cast a vote with respect to the amendments. There are no other shares or voting groups entitled to cast a vote.
  - a. Number of Class A Voting Shares indisputably represented at the above-referenced shareholders meeting: 205,511.
  - b. Number of Class A Voting Shares voting in favor of the amendments: 205,511.
  - c. The number of votes cast for the amendments was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned Corporation, by its President, executed these Articles of Amendment to its Articles of Incorporation as of this 25<sup>th</sup> day of July, 2024.

**AL J. SCHNEIDER COMPANY**

By:   
Josh Zik, President