

**AMENDED & RESTATED
ARTICLES OF INCORPORATION OF BRAMCO, INC.**

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Michael G. Adams Kentucky Secretary of State	
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To the Secretary of State of the Commonwealth of Kentucky:

The following Amended & Restated Articles of Incorporation of Bramco, Inc., a Kentucky business corporation (the “*Corporation*”), have been unanimously approved by the Board of Directors and the shareholders of the Corporation. This approval by the Board of Directors and the shareholders is sufficient to approve these Amended & Restated Articles of Incorporation. The amendment of the Articles of Incorporation does not provide for an exchange, reclassification or cancellation of outstanding shares.

The text of the current Articles of Incorporation, as amended, are deleted in their entirety, and the following is substituted in place thereof:

ARTICLE 1

The name of the Corporation is Bramco, Inc.

ARTICLE 2

The aggregate number of shares of stock which the Corporation shall have authority to issue is 7,035,000 shares, consisting of 35,000 shares of Class A Common Stock, having a par value of \$10.00 per share, and 7,000,000 shares of Class B Common Stock, having a par value of \$10.00 per share.

The holders of Class A Common Stock shall have full and exclusive voting powers, except as may be otherwise required by the provisions of the Kentucky Business Corporation Act. No holder of Class B Common Stock shall have the right to vote in the election of Directors or upon any other matter or question except as may be otherwise required by the provisions of the Kentucky Business Corporation Act. There shall not be any other distinction in rights granted to and limitations or restrictions imposed upon the holders of shares of Class A Common Stock and holders of shares of Class B Common Stock. Upon the dissolution of the Corporation, holders of shares of Class A Common Stock and holders of shares of Class B Common Stock shall together be entitled to receive the net assets of the Corporation. No shareholder shall have preemptive rights.

ARTICLE 3

The business of the Corporation shall be managed by a Board of Directors, the number of the members of which shall be specified in or fixed in accordance with the Bylaws.

ARTICLE 4

The street address of the registered office of the Corporation is 306 West Main Street, Suite 512, Frankfort, Kentucky 40601, and the name of the initial registered agent at such address is C. T. Corporation System.

ARTICLE 5

The mailing address of the principal office of the Corporation is P. O. Box 32230, Louisville, Kentucky 40232.

ARTICLE 6

Subject to the limitations and restrictions set forth in Section 271B.2-020(2)(d) of the Kentucky Business Corporation Act, no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of his or her duties as a director.

ARTICLE 7

Pursuant to Section 271B.7-040 of the Kentucky Business Corporation Act, any action except the election of Directors required or permitted to be taken at a shareholders' meeting may be taken without a meeting and without prior notice, if the action is taken by shareholders entitled to vote on the action representing not less than 80% of the votes entitled to be cast.


These Amended & Restated Articles of Incorporation are effective when they are filed with the Kentucky Secretary of State.

IN WITNESS WHEREOF, the undersigned duly authorized officer does hereby execute these Amended & Restated Articles of Incorporation as of March 15, 2024.

BRAMCO, INC.

By: 
Michael D. Brennan, President

This instrument prepared by:


Mary C. Garris
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