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Michael G. Adams  
Kentucky Secretary of State  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ENVIRONMENTAL CHEMICAL CORPORATION**

ENVIRONMENTAL CHEMICAL CORPORATION, a corporation organized and existing under the laws of the Commonwealth of Kentucky, DOES HEREBY CERTIFY AS FOLLOWS:

1. The name under which the corporation was originally incorporated and the current name of the corporation is **Environmental Chemical Corporation**.

2. The original Articles of Incorporation of the corporation were filed with the Secretary of State of the Commonwealth of Kentucky on April 12, 1985 and were amended on November 22, 1999, June 17, 2000, October 6, 2005, and March 9, 2022 (as in effect immediately prior to the adoption and effectiveness hereof, the “**Original Articles of Incorporation**”).

3. These Amended and Restated Articles of Incorporation (these “**Articles**”) have been duly adopted in accordance with Sections 271B.10-030 and 271B.10-070 of the Kentucky Business Corporation Act (the “**KBCA**”) and shall be effective upon the filing of the Articles.

4. The Original Articles of Incorporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE 1**

**NAME**

1.01 Name. The name of the corporation (hereinafter called the “**Corporation**”) is Environmental Chemical Corporation.

**ARTICLE 2**

**OFFICES; REGISTERED AGENT**

2.01 Principal Office. The principal office of the Corporation shall be 700 Airport Blvd., Suite 250, Burlingame, California, 94010.

2.02 Registered Office and Registered Agent. The address of the Corporation’s registered office in the Commonwealth of Kentucky is 212 N 2<sup>nd</sup> Street, Ste. 100, Richmond, Kentucky 40475 The name of the Corporation’s registered agent at such address is Registered Agents Inc.

2.03 Other Offices. The Corporation may also have an office or offices as the Board may from time to time determine.

**ARTICLE 3**

**PURPOSE**

3.01 The purpose of the Corporation is to engage in construction, environmental remediation, disaster recovery, energy, munitions response, and international development and any other lawful act or activity for which corporations may be organized under the KBCA.

## ARTICLE 4

### CAPITAL STOCK

#### 4.01 Authorized Capital Stock.

(a) The total number of authorized shares of capital stock of the Corporation is and shall be Two Million (2,000,000) shares without par value. This includes One Million (1,000,000) outstanding shares of capital stock (the “Outstanding Shares of Capital Stock”)

(b) All of the shares of stock of the Corporation are and shall be common stock, without preference as to voting, rights upon dissolution, or upon disposition or distribution of assets, or otherwise. All of the shares of stock of the Corporation shall be one and the same class of common stock.

(c) All Outstanding Shares of Capital Stock are owned by The ECC Stock Ownership Plan Trust free and clear of any Liens, and such shares of capital stock have been duly authorized and validly issued and are fully paid and nonassessable (the “**ESOP Stock**”).

#### 4.02 ESOP Stock

(a) The powers, designations, preferences and relative, participating, optional or other special rights of, and the qualifications, limitations and restrictions applicable to, the ESOP Stock shall be as set forth on Exhibit 1 attached to these Articles and as follows:

(b) Restricted Ownership. Shares of ESOP Stock shall be issued only to a trustee acting on behalf of any employee stock ownership plan or other employee benefit plan of the Corporation (the “ESOP Trustee”).

(c) Voting Rights. All voting rights with respect to the ESOP Stock held by the ESOP Trustee shall be exercised by the Trustee only.

## ARTICLE 5

### BOARD OF DIRECTORS

5.01 Size of Board. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors (the “**Board**”). The number of directors of the Corporation shall be fixed from time to time by or pursuant to the By-laws of the Corporation (the “**By-laws**”).

#### 5.02 Election of Directors

(a) The directors shall be elected by the shareholder entitled to vote thereon at each annual meeting of the shareholders and shall hold office until the next annual meeting of the shareholder and until each of their successors shall have been elected and qualified. No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.

(b) The vote required for the election of directors by shareholders, other than in a contested election of directors, shall be the affirmative vote of a majority of the votes cast with respect to a director nominee. For purposes of this paragraph, a “majority of the votes cast” shall mean that the number of votes cast ‘for’ a director must exceed the number of votes cast ‘against’ that director. In any contested election of directors, the nominees receiving the greatest number of the votes cast for their election, up to the number of directors to be elected in such election, shall be deemed elected. ‘Abstentions’ will not count as votes either ‘for’ or ‘against’ a nominee. Any incumbent director who fails to receive a majority of the votes cast

in an uncontested election shall submit an offer to resign from the Board no later than two weeks after the certification by the Corporation of the voting results. An uncontested election is one in which the number of individuals who have been nominated for election as a director is equal to, or less than, the number of directors constituting the Whole Board (as defined below). A contested election is one in which the number of persons nominated exceeds the number of directors to be elected as of the date that is ten days prior to the date that the Corporation first sends its notice of meeting for such meeting to the shareholders. The term **“Whole Board”** shall mean the total number of authorized directors, whether or not there exist any vacancies on the Board.

5.03 Vacancies and Newly Created Directorships. Except as otherwise provided for or fixed by or pursuant to the provisions of these Articles relating to the rights of the holders of any outstanding series of the ESOP Stock, newly created directorships resulting from any increase in the number of directors may be filled by the Board, and any vacancies on the Board resulting from death, resignation, removal or other cause shall only be filled by the Board, and not by the shareholder, by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board, or by a sole remaining director. Any director elected in accordance with the preceding sentence of this Section shall hold office until the next annual meeting of the shareholders and until such director’s successor shall have been elected and qualified.

5.04 Removal of Directors. Subject to the rights of holders of any Outstanding Shares of Capital Stock with respect to the removal of directors, a director may be removed from office by the shareholders (i) without cause by the affirmative vote of the holders of a majority of the voting power of the Outstanding Shares of Capital Stock, or (ii) with cause by the affirmative vote of the holders of a majority of the voting power of the Outstanding Shares of Capital Stock. For purposes of this Section, “cause” shall mean the willful and continuous failure of a director to substantially perform such director’s duties to the Corporation, other than any such failure resulting from incapacity due to physical or mental illness, or the willful engaging by a director in gross misconduct materially and demonstrably injurious to the Corporation. As used in these Articles, **“voting stock”** shall mean shares of Outstanding Shares of Capital Stock entitled to vote generally in an election of directors.

## ARTICLE 6

### SHAREHOLDERS

6.01 Action by Unanimous Written Consent. Subject to the rights of the holders of any Outstanding Shares of Capital Stock, any action required or permitted to be taken by the shareholders of the Corporation may be effected by the written consent of the shareholders of the Corporation in lieu of a duly called annual or special meeting of the shareholders of the Corporation, provided that such written consent is unanimously granted by the holders of 100% of voting power of the voting stock of the Corporation, that would be entitled to vote on such action at a duly called annual or special meeting of the shareholders of the Corporation.

## ARTICLE 7

### ADOPTION, AMENDMENT OR REPEAL OF BY-LAWS

7.01 Board of Directors. Subject to the KBCA, and in furtherance and not in limitation of the powers conferred upon it by law, the Board is expressly authorized to adopt, repeal, alter or amend the By-laws, by the vote of a majority of the entire Board or such greater vote as shall be specified in the By-laws, that the Board may deem necessary or desirable for the efficient conduct of the affairs of Corporation, including, but not limited to, provisions governing the conduct of, and the matters which may properly be brought before, annual or special meetings of the shareholders and provisions specifying the manner and

extent to which prior notice shall be given of the submission of proposals to be considered at any such meeting or of nominations for election of directors to be held at any such meeting.

## **ARTICLE 8**

### **LIMITATION ON LIABILITY; INDEMNIFICATION**

8.01 Limitation on 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 breach of the director's duty of loyalty to the Corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (c) under KRS 271B.8-330; or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 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.

## **ARTICLE 9**

### **FORUM SELECTION**

9.01 Unless the Corporation consents in writing to the selection of an alternative forum, the Fayette County Circuit Court of the Commonwealth of Kentucky shall be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim arising pursuant to any provision of the KBCA or (iv) any action asserting a claim governed by the internal affairs doctrine; provided, however, that, in the event that the Fayette County Circuit Court of the Commonwealth of Kentucky lacks subject matter jurisdiction over any such action or proceeding, the sole and exclusive forum for such action or proceeding shall be another state or federal court located within the Commonwealth of Kentucky, in each such case, unless the Fayette County Circuit Court (or such other state or federal court located within the Commonwealth of Kentucky, as applicable) has dismissed a prior action by the same plaintiff asserting the same claims because such court lacked personal jurisdiction over an indispensable party named as a defendant therein. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section. Failure to enforce the foregoing provisions would cause the Corporation irreparable harm and the Corporation shall be entitled to equitable relief, including injunction and specific performance, to enforce the foregoing provisions.

## **ARTICLE 10**

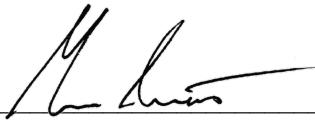
### **INCORPORATOR**

10.01 The name of the Incorporator was Kermin E. Fleming and the mailing address of the incorporator was Fleming, Horstmeyer & Fleming, Suite 6B, Citizens Bank Square, Lexington, Kentucky 40507.

These Amended and Restated Articles of Incorporation correctly set for the provisions of the Articles of Incorporation as theretofore amended, they have been duly adopted as required by law, and they supersede the Original Articles of Incorporation.

IN WITNESS WHEREOF, a duly authorized officer of the Corporation has executed these Articles this 15<sup>th</sup> day of August, 2024.

ENVIRONMENTAL CHEMICAL CORPORATION

By: \_\_\_\_\_

Name: Glenn Sweatt

Title: Secretary / Vice President / General Counsel