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Michael G. Adams  
Kentucky Secretary of State  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RYLAND LAKES COUNTRY CLUB, INC.**

**A Kentucky Non-Stock, Non-Profit Corporation**

These Amended and Restated Articles of Ryland Lakes Country Club, Inc. (the "Corporation") correctly set forth the provisions of the Articles of Incorporation of the Corporation, have been duly adopted as required by the Kentucky Nonprofit Corporation Act (or any successor codification of the law governing Kentucky non-stock, non-profit corporation) (the "Act") and supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

**Article 1**

The name of this corporation is Ryland Lakes Country Club, Inc., and shall be of perpetual duration.

**Article 2**

2.1 The Corporation is organized exclusively for pleasure, recreation, and other nonprofitable purposes under Section 501(c) (7) of the Internal Revenue Code of 1986, as amended ("IRC"), or corresponding section of any future tax code, and under Chapter 273 of the Kentucky Revised Statutes ("KRS Chapter 273"). In particular, the Corporation shall operate a non-profit country club for the pleasure, recreation and social well-being of its members and in connection therewith, to operate for the benefit and use of its members a golf course, tennis courts, fishing and swimming lakes, club house with appropriate recreational facilities, and any other facility appropriate for the operation of a country club; to own real estate and personal property necessary for the carrying out of the above purposes and to engage in any other type of function or activity appropriate for the above and the operation of a country club.

2.2 The Corporation may exercise any and all powers possessed by nonstock, nonprofit corporations formed under KRS Chapter 273, but the Corporation shall not engage in activities which are impermissible for a corporation exempt from federal income tax under IRC § 501(c)(7).

2.3 The Corporation shall have no capital stock and no power to issue certificates for shares of capital stock or to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors or officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 above.

2.4 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

### Article 3

The mailing address of the Corporation's principal office is 2 Maplewood Drive, Ryland Heights, Kentucky 41015.

### Article 4

4.1 The number of directors shall be set from time to time by the Board of Directors, but shall be no less than three (3).

4.2 The duly elected directors shall conduct the affairs of the Corporation. The directors may elect an Executive Committee or any other committee to conduct day-to-day business in accordance with its bylaws or constitution.

4.3 The Corporation shall have members. The classes of members, the manner of election or appointment of members, and the qualifications and rights of members, including voting rights, if any, shall be set forth in the bylaws and constitution of the Corporation. The Board of Directors will determine from time to time the number of members that may be allowed in each classification of membership, and the initiation fees, dues and assessments applicable to each class of members. The Board of Directors will have the power to prescribe rules and regulations for the use of the Corporation's facilities, and shall make determinations regarding the admission, expulsion and suspension of members.

4.4 The Board of Directors will adopt Bylaws and/or a Constitution not inconsistent with the provisions of these Articles of Incorporation or with the laws of the Commonwealth of Kentucky.

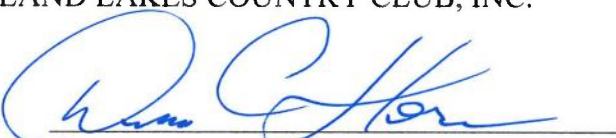
### Article 5

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the Corporation shall be distributed first, in satisfaction of all liabilities and obligations of the Corporation; and second to Corporation members as set forth in the Corporation's Bylaws and Constitution.

These Amended and Restated Articles of Incorporation were duly adopted by the members of the Corporation on June 10, 2024, in accordance with the Corporation's Constitution.

RYLAND LAKES COUNTRY CLUB, INC.

By:



David Horn, Secretary

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