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AMD**Michael G. Adams**  
**Kentucky Secretary of State**  
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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
LAKESTONE ENTERPRISES, INC.**

Pursuant to the provisions of KRS 14A and KRS 271B, these Articles of Amendment to the Articles of Incorporation of Lakestone Enterprises, Inc., a Kentucky corporation (the "Corporation"), are hereby adopted:

1. The name of the Corporation is Lakestone Enterprises, Inc.
2. The Articles of Incorporation are hereby amended as follows:
  - a. The text of Article II is deleted in its entirety and replaced with the following:

**"ARTICLE II**

**Stock**

- 1) The aggregate number of shares of stock of all classes which the corporation has authority to issue is one million four hundred thousand shares consisting of: nine hundred ten thousand (910,000) shares of Class A Common stock (the "Class A Shares"), without par value, and four hundred ninety thousand (490,000) shares of Class B convertible preferred stock (the "Class B Shares"), without par value.
- 2) The Class B Shares shall be voting stock and the holders of issued and outstanding shares of the Class B Shares shall be entitled to receive cumulative annual dividends of \$3.44 per share computed at eight percent (8%) of the original \$42.96 purchase price per share, payable annually for three (3) years, commencing in year 2021, and fully paid on or before December 31, 2023, equaling a total dividend in the sum of Five Million Fifty-Six Thousand Eight Hundred and No/100 Dollars (\$5,056,800.00) (plus discretionary dividends payable on the Shares) (the "Special Dividend"). The Class B Shares will be convertible into one share of Class A Shares upon 30 days' notice. The Class B Shares shall be callable upon 90 days' notice at a redemption price computed as the current fair market value of (i) one share of Class A Shares plus (ii) a payment in cash equal to the present value (calculated using a discount rate of 10% per annum) of all unpaid dividends on the Shares from the date of issuance of the Shares through the period three (3) years from the Closing Date, expected to be on or prior to December 31, 2023.

- 3) The Corporation has the option to pay the Special Dividend in equal annual amounts of in such other annual or less or more frequent amounts as the Board of Directors may determine as long as the Special Dividend is fully paid no later than December 31, 2023. While the holders of the Class B Shares are entitled to receive the Special Dividend, the Board of Directors, in its sole discretion, may declare dividends payable to the holders of the Class B Shares beyond what is required without declaring a dividend payable to the holders of the Class A Shares. After the Special Dividend has been paid, if the Board of Directors, in its sole discretion, declares a dividend to shareholder that is not payable solely to the holders of the Class B Shares, the holders of the Class B Shares shall participate in dividends to shareholders on the same basis as the holders of the Class A Shares, without regard to class, share and share alike. Upon the first to occur of any liquidation of deemed liquidation of the Company prior to the payment of \$3.44 per share in dividends on the Shares, holders of the Shares will have a preference equal to the present value (calculate using a discount rate of 10% per annum) of all unpaid dividends on the Shares from the date of issuance of the Shares through the period ending three (3) years after the Closing Date, and then shares *pari passu* with the Class A Shares. Upon the payment in full of the Special Dividend, the remaining assets of the Company will be divided and distributed ratably among the holders of the Class A Shares and Class B Shares, without regard to class, share and share alike. Each share of the Class A Shares or Class B Shares will carry one (1) vote for each share of Class A Shares or Class B Shares held by each shareholder of the Company. The Class A Shares will vote together with the Class B Shares and not as a separate class except as specifically provided herein or as otherwise required by law. Any prior designation of rights, preferences, privileges and restrictions relating to the Class B Shares is null and void.”

3. This Amendment to the Articles of Incorporation was unanimously approved by the Shareholders and Board of Directors of the Corporation on March 12, 2024, in the manner prescribed by the Kentucky Business Corporation Act.

4. This Amendment to the Articles of Incorporation of the Corporation shall be effective as when filed with the Kentucky Secretary of State.

[Signature Page Immediately Follows]



IN WITNESS WHEREOF, the undersigned, as the President of the Corporation, has executed these Articles of Amendment as of March 13, 2024.

  
Craig Cameron, President

This Instrument Prepared By:

  
Mary C. Garriss  
Stoll Keenon Ogden PLLC  
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[Signature Page to Articles of Amendment]