

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CROSBY HOLDINGS, INC.**

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**Michael G. Adams**  
**Kentucky Secretary of State**  
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Pursuant to the provisions of KRS 271B.10-070 of the Kentucky Business Corporation Act (“Act”), the undersigned, as the duly authorized officer of **CROSBY HOLDINGS, INC.**, a Kentucky corporation (“Corporation”), desiring to amend and restate the Articles of Incorporation of the Corporation, does hereby state the following:

1. The name of the Corporation is Crosby Holdings, Inc.
2. The Corporation’s Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**1. NAME.** The name of the Corporation is Crosby Holdings, Inc.

**2. SHARES.** The total number of shares which the Corporation is authorized to issue is 1,000 shares of Common Stock, without par value, 10 shares of which shall be designated as Class A Common Stock, without par value, and 990 shares of which shall be designated as Class B Common Stock, without par value. The voting powers, limitations, preferences and rights of each class of stock of the Corporation shall be as follows:

**(a)** Each holder of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held of record by such holder on all matters on which shareholders are entitled to vote. Holders of Class B Common Stock shall have no voting rights with respect to the shares of Class B Common Stock held them, unless otherwise provided by law.

**(b)** Except as provided above with respect to voting rights, both classes of Common Stock of the Corporation shall be without distinction as to powers, preferences and rights, and shall be entitled to receive, on a per share basis, the net assets of the Corporation upon dissolution.

**3. NUMBER OF DIRECTORS.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the discretion of, its Board of Directors. The number of directors shall be fixed by resolution of the Board of Directors from time to time, subject to the applicable provisions of the Act and the Corporation’s Bylaws.

**4. DISTRIBUTIONS AND REDEMPTIONS.** The Board of Directors, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase its own shares and shall have the power to cause the Corporation to make distributions, from time to time, to the Corporation’s shareholders, pro rata in accordance with the number of shares of Common Stock held by them.

**5. PREEMPTIVE RIGHTS ELECTION.** Pursuant to KRS 271B.6-300, the Corporation elects to have preemptive rights.

**6. REGISTERED OFFICE; REGISTERED AGENT.** The street address of the registered office of the Corporation is 13101 Magisterial Drive, Suite 210, Louisville, Kentucky 40223 and the name of its registered agent at such office is Phillip Crosby.

**7. PRINCIPAL OFFICE.** The mailing address of the principal office of the Corporation is 13101 Magisterial Drive, Suite 210, Louisville, Kentucky 40223.

**8. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

**8.1 Indemnification.** To the fullest extent permitted by, and in accordance with the provisions of, the Act, the Corporation shall indemnify each director or officer of the Corporation against reasonable expenses (including reasonable attorneys' fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively, "Liability"), incurred by such person in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, and whether formal or informal) to which such person is, or is threatened to be made, a party because such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to employee benefit plans. A director or officer shall be considered to be serving an employee benefit plan at the Corporation's request if such person's duties to the Corporation also impose duties on or otherwise involve services by such person to the plan or to participants in or beneficiaries of the plan.

**8.2 Reimbursement of Expenses.** To the fullest extent authorized or permitted by, and in accordance with the provisions of, the Act, the Corporation shall pay or reimburse reasonable expenses (including reasonable attorneys' fees) incurred by a director or officer who is a party to a proceeding in advance of final disposition of such proceeding.

**8.3 Indemnification Provision Not Exclusive.** The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Section 8, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under the Bylaws, any agreement or action of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**8.4 Repeal or Modification of Indemnification.** Any repeal or modification of this Section 8 by the Board of Directors or shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation under this Section 8 with respect to any act or omission occurring prior to the time of such repeal or modification.

**9. ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS.** A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of such person's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law, (c) for any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330 or (d) for any transaction from which the director derived an improper personal benefit. This Section 9 shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such person's heirs, executors and administrators.

**10. ACTION BY SHAREHOLDERS WITHOUT MEETING.** Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if shareholders representing at least 80% of the votes entitled to be cast at such meeting consent to such action in a writing that complies with the relevant provisions of the Act; provided, however, that the election of directors may be effected without a meeting only if shareholders representing 100% of the votes entitled to be cast so consent in such a writing.

**11. SEVERABILITY OF PROVISIONS.** If any provision of these Articles of Incorporation, or its application to any person or circumstances, is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

3. These Amended and Restated Articles of Incorporation shall become effective upon their filing with the Kentucky Secretary of State's office.

4. These Amended and Restated Articles of Incorporation were adopted and recommended by the written consent of the sole director of the Corporation on July 14, 2023, and were adopted and approved by the written consent of the sole shareholder of the Corporation on July 14, 2023.

5. Prior to these Amended and Restated Articles of Incorporation becoming effective, the Corporation had outstanding 1,000 shares of Common Stock, each of which was entitled to one (1) vote with respect to amendments to the Corporation's Articles of Incorporation. All 1,000 votes were cast in favor of the adoption of these Amended and Restated Articles of Incorporation, which number was sufficient for approval of the amendments by each voting group.

**IN TESTIMONY WHEREOF,** witness the signature of the authorized officer of the Corporation this 14<sup>th</sup> day of July 2023.


  
PHILLIP CROSBY, Chief Executive Officer

**CONSENT OF REGISTERED AGENT**

The undersigned, having been named in these Amended and Restated Articles of Incorporation as the registered agent of the Corporation, hereby consents to serve in that capacity.

  
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PHILLIP CROSBY

This Instrument was prepared by:

  
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