

0586022.09

mmoore
AMR

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
8/30/2024 1:23 PM
Fee Receipt: \$80.00

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HYDRA TRANSPORTATION OF LOUISVILLE, INC.
(A Kentucky Corporation)**

Pursuant to the provisions of KRS 14A and KRS 271B, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **HYDRA TRANSPORTATION OF LOUISVILLE, INC.** (the “Corporation”). The date of filing the original Articles of Incorporation with the Secretary of State was May 13, 2004.

2. The Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Board of Directors and the sole Shareholder of the Corporation on August 31, 2024. The number of outstanding shares entitled to vote was 1,000 and the number of votes in favor of the amendment was 1,000.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
Name of Corporation**

The name of the Corporation is HYDRA TRANSPORTATION OF LOUISVILLE, INC.

**ARTICLE II
Address of Corporation**

The mailing address of the principal office of the Corporation is:

7251 Logistics Dr.
Louisville, KY 40258

**ARTICLE III
Capital Stock**

The Corporation is authorized to issue one thousand (1,000) shares of common stock having no par value.

**ARTICLE IV
Registered Agent and Office Address**

The street address of the Corporation's registered office is 828 Lane Allen Road, Suite 219, Lexington, KY 40504. The name of the Corporation's registered agent at that office is Incorporating Services Ltd.

ARTICLE V

Directors

The business and affairs of the Corporation are to be conducted by a board of directors (the “Board”) who shall be appointed or elected pursuant to the Bylaws of the Corporation. The number of directors constituting the Board shall be no less than of three (3).

ARTICLE VI

Indemnification

To the fullest extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for any breach of fiduciary duty as a director or officer. No amendment to, modification of, or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment.

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “Covered Person”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a “Proceeding”), by reason of the fact that the Covered Person, or a person for whom the Covered Person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the board of directors of the Corporation. Any amendment, repeal, or modification of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

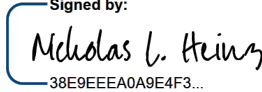
ARTICLE VII

Effective Date

These Amended and Restated Articles of Incorporation shall become effective on August 31, 2024.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation executed these Amended and Restated Articles of Incorporation this 30th day of August, 2024.

By:  Signed by:
38E9EEEA0A9E4F3...
Name: Nicholas L. Heinz, IV
Title: Chief Executive Officer

(Signature page to Amended & Restated Articles Hydra Transportation of Louisville, Inc.)

**CONSENT OF ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

Pursuant to the provisions of KRS Chapter 271B, the undersigned as the registered agent identified in Article IV of the Amended and Restated Articles of Incorporation of HYDRA TRANSPORTATION OF LOUISVILLE, INC. (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Business Corporation act.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of August 30, 2024.

INCORPORATING SERVICES LTD.

By: 

Name: Renee T. Kent

Title: Assistant Secretary