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<b>Michael G. Adams</b> <b>Kentucky Secretary of State</b> Received and Filed: 4/29/2024 12:15 PM Fee Receipt: \$40.00	

**ARTICLES OF ORGANIZATION**  
**OF**  
**WITHEY INSURANCE AGENCY, LLC**

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The undersigned, for the purpose of forming a limited liability company under the Kentucky Limited Liability Company Act (the “Act”), hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I**  
**NAME**

The name of the limited liability company shall be **WITHEY INSURANCE AGENCY, LLC** (the “Company”).

**ARTICLE II**  
**PRINCIPAL OFFICE ADDRESS**

The mailing address of the Company’s initial principal office shall be **1202 McKinley Avenue, Corbin, Whitley County, Kentucky 40701**.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The street address of the Company’s initial registered office in Kentucky is **1202 McKinley Avenue, Corbin, Whitley County, Kentucky 40701**, and the name of the Company’s initial registered agent at that office is **Bryan Kendall Withey**.

**ARTICLE IV**  
**STATEMENT OF MEMBERSHIP**

The Company has one ( 1 ) member.

**ARTICLE V**  
**ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VI**  
**DURATION**

The Company does not have a specific date of duration. The Company shall dissolve as provided in the Act and the Company's Operating Agreement.

**ARTICLE VII**  
**MANAGEMENT**

The Company shall be managed by the members in accordance with regulations adopted by the members for the Management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

The names and addresses of the members of the Company are:

<b>NAME</b>	<b>ADDRESS</b>
<b>Bryan Kendall Withey</b>	<b>1202 McKinley Avenue, Corbin, KY 40701</b>

The Company shall be managed exclusively by the Members who may appoint a non-member as their agent to administer the daily operations and bookkeeping for the Company, for the purpose of efficiency and timeliness in conducting its business affairs. The Members shall initially appoint **Bryan Kendall Withey** as their agent for that purpose, with **Bryan Kendall Withey** to continue to serve as their agent for that function until such time as he resigns, or until he is replaced or removed by a Majority-In-Interest.

**ARTICLE VIII**  
**NON-LIABILITY AND INDEMNIFICATION**

A. A manager of this Company shall not be personally liable to the Company or its members for monetary damages for breach of fiduciary duty as a manager, except for liability (i) for any breach of the manager's duty or loyalty to the Company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the manager derived an improper personal benefit, or (iv) under K.R.S. § 275.150 of the Kentucky Limited Liability Company Act (or any similar provisions of any subsequent law enacted in Kentucky).

B. Each individual who is or was a manager of the Company (and the heirs, executors, personal representatives or administrators of such individual) who was or is made a part to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company or is or was serving at the request of the Company as a manager, director, officer, partner, trustee, employee or agent of another limited liability

company, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (Indemnitee”), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The right to indemnification conferred in this Article shall be a contract right.

C. The Company may, by action of the managers, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the managers shall determine to be appropriate and authorized by applicable law.

D. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of members or disinterested managers, or otherwise.

E. Any repeal or amendment of this Article by the members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

IN WITNESS WHEREOF, the Undersigned executes these Articles of Organization this 19 day of April 2024.

  
BRYAN KENDALL WITHEY  
MANAGING MEMBER

COMMONWEALTH OF KENTUCKY  
COUNTY OF WHITLEY

Subscribed to before me by BRYAN KENDALL WITHEY, in his capacity as managing member of BRYAN KENDALL WITHEY, LLC, on this 19 day of April 2024.

  
NOTARY PUBLIC, STATE AT LARGE

Print Name: Julie Helton

My Commission Expires: 6/6/26

Notary ID Number: KYNP 53139