

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FB INSURANCE COMPANY

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Michael G. Adams Kentucky Secretary of State Received and Filed: 11/2/2022 10:25 AM Fee Receipt: \$80.00	

Pursuant to the provisions of KRS 271B.10-070, the undersigned corporation, pursuant to resolutions duly adopted by the sole shareholder and the Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE 1
RESTATEMENT OF ARTICLES OF INCORPORATION

1.1 The name of the corporation filing the restatement of articles of incorporation with the Secretary of State of the Commonwealth of Kentucky is The FB Insurance Company (the "Corporation").

1.2 Amendments to the Corporation's Restated Articles of Incorporation are incorporated into the Amended and Restated Articles of Incorporation set out below. The amendments are as follows:

1.2.1 Article IV of the Corporation's existing Restated Articles of Incorporation, as amended, is deleted and replaced with new Article IV and Article V in these Amended and Restated Articles of Incorporation.

1.2.2 Article V of the Corporation's existing Restated Articles of Incorporation, as amended, is relocated to Article VI contained in these Amended and Restated Articles of Incorporation.

1.2.3 Article VI of the Corporation's existing Restated Articles of Incorporation, as amended, is deleted in its entirety.

1.2.4 Article VII of the Corporation's existing Restated Articles of Incorporation, as amended, is deleted in its entirety.

1.2.5 Article VIII of the Corporation's existing Restated Articles of Incorporation, as amended, is relocated to Article VII contained in these Amended and Restated Articles of Incorporation.

1.2.6 Article IX of the Corporation's existing Restated Articles of Incorporation, as amended, is relocated to Article VIII contained in these Amended and Restated Articles of Incorporation.

1.2.7 Article X of the Corporation's existing Restated Articles of Incorporation, as amended, is relocated to Article IX contained in these Amended and Restated Articles of Incorporation.

1.2.8 Article XI of the Corporation's existing Restated Articles of Incorporation, as amended by Articles of Amendment filed March 30, 2007, is relocated to Article X contained in these Amended and Restated Articles of Incorporation.

1.3 The Amended and Restated Articles of Incorporation of the Corporation will be as follows:

ARTICLE I

The name of the corporation is THE FB INSURANCE COMPANY.

ARTICLE II

The purpose for which the corporation is formed is to provide to the fullest extent all kinds and types of disability, property, surety, vehicle, and casualty insurance as defined by the laws of the state in which it is authorized to do business and the purposes of the corporation shall also include the reinsuring of its risks, in whole or in part, with others, and the reinsuring of the risks of others, in whole or in part; the purchase, leasing, holding, owning and sale of and the investment of monies in real and personal property and interests therein; the purchase, owning, holding and sale of, and the investment of monies in, stocks, bonds, and securities of all kinds; and the doing of any and all acts incident, convenient or necessary to the foregoing purposes of the corporation.

ARTICLE III

The company shall have perpetual duration, subject to its being dissolved in the manner provided by law.

ARTICLE IV

The principal office of the Corporation shall be 9201 Bunsen Parkway, Louisville, Kentucky 40220.

ARTICLE V

The address of the registered office of the Corporation is 9201 Bunsen Parkway, Louisville, Kentucky 40220, and the resident agent of the Corporation is L. Gregory Kosse, whose address is the same as that of the registered office of the Corporation. The registered office and registered agent may be changed in the manner provided by law without amendment of these Amended and Restated Articles of Incorporation.

ARTICLE VI

The total number of shares which the corporation will be authorized to have is twenty-four hundred (2,400) shares of common stock of the par value of One Thousand Dollars (\$1,000.00) per share, each share of which will have full voting power. The Board of Directors is authorized to make the determinations provided for in section 271B of the Kentucky Revised Statutes.

ARTICLE VII

The corporate powers, business and property of this Corporation shall be exercised, managed, and conducted and controlled by a Board of Directors elected by the voting common shareholders in accordance with the laws of the Commonwealth of Kentucky and as provided in the by-laws of this Corporation. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE VIII

The authority to make by-laws is hereby vested in the Board of Directors, subject to the power of the shareholders to change or repeal such by-laws.

ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the debts of the Corporation.

ARTICLE X

No director shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of his duties as a director, except to the extent that the Kentucky Business Corporation Act prohibits such liability from being eliminated or limited. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any elimination or limitation of liability of a director of the Corporation arising before the time of such repeal or modification.

ARTICLE 2 CERTIFICATE

2.1 The undersigned certifies that these Amended and Restated Articles of Incorporation contain certain amendments which required shareholder approval.

2.2 These Amended and Restated Articles of Incorporation do not provide for an exchange, reclassification, or cancellation of issued shares.

2.3 The Board of Directors recommended to the sole shareholder the adoption of these Amended and Restated Articles of Incorporation on October 27, 2022 and submitted them to the sole shareholder for approval.

2.4 The Corporation has 1,200 shares of common stock issued and outstanding and entitled to vote on these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were approved by unanimous written consent of the sole shareholder of the Corporation on October 27, 2022. All votes were represented on the unanimous written consent and all votes were cast in favor of approving the Amended and Restated Articles of Incorporation, which was sufficient for their approval.

The foregoing Amended and Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Restated Articles of Incorporation as heretofore amended and supersede the Restated Articles of Incorporation and all amendments thereto.


[Signature page follows]

IN TESTIMONY WHEREOF, this instrument has been signed and acknowledged by Marshall Coyle, as president, and Mark Haney as secretary of The FB Insurance Company, this 27TH day of OCTOBER, 2022.


MARSHALL COYLE


MARK HANEY

THIS INSTRUMENT PREPARED BY:


L. Gregory Kosse
Attorney at Law
9201 Bunsen Parkway
Louisville, KY 40220
(502) 495-5000

STATEMENT OF CONSENT OF REGISTERED AGENT

Pursuant to KRS 14A.4-010, the undersigned as the registered agent and agent for service of process identified in Article V of the Amended and Restated Articles of Incorporation of The FB Insurance Company (the "Corporation") hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or the registered agent resigns in accordance with the Kentucky Business Corporation Act.

Date: October, 27, 2022


L. Gregory Kosse