

ARTICLES OF INCORPORATION
OF

FCB ACQUISITION II CORP.

1. **Corporate Name.** The Corporation's name shall be FCB Acquisition II Corp.
2. **Authorized Shares.** The Corporation shall have authority to issue 100 shares.
3. **Registered Office and Agent.** The street address of the Corporation's initial registered office shall be 400 West Market Street, 32nd Floor, Louisville, KY 40202. The name of the Corporation's initial registered agent at that office shall be FBT LLC.
4. **Principal Office.** The mailing address of the Corporation's principal office shall be 104 East Main Street, Cecilia, Kentucky 42724.
5. **Initial Director.** The name and mailing address of the individual who will serve as the Corporation's initial director is:

Greg Pawley
104 East Main Street
Cecilia, Kentucky 42724

6. **Indemnification of Executive Officers and Directors.** Each person who is or becomes an executive officer or director of the Corporation shall be indemnified and advanced expenses by the Corporation with respect to all threatened, pending or completed actions, suits or proceedings in which that person was, is, or is threatened to be made a named defendant or respondent because he is or was a director or executive officer of the Corporation. This Article obligates the Corporation to indemnify and advance expenses to its executive officers or directors only in connection with proceedings arising from that person's conduct in his official capacity with the Corporation to the extent permitted by the Kentucky Business Corporation Act, as amended from time to time. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which directors and executive officers may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise.

7. **Limitation of Director Liability.**
 - (a) Except as otherwise provided by Article 7(b) below, no director of the Corporation shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of his duties as a director.
 - (b) Nothing in Article 7(a) above shall be deemed or construed to eliminate or limit the liability of a director for:

1. Any transaction in which the director's personal financial interests conflict with the financial interests of the Corporation or its shareholders;
2. Acts or omissions not in good faith or which involve intentional misconduct or which are known to the director to be a violation of law;
3. Any vote for or assent to an unlawful distribution to shareholders prohibited under KRS 271B.8-330 (or under any corresponding provision of the Kentucky Business Corporation Act, as amended from time to time); or
4. Any transaction from which the director derives an improper personal benefit.

8. **Incorporator**. The name and mailing address of the incorporator are: FBT LLC, 400 West Market Street, 32nd Floor, Louisville, KY 40202.

FBT LLC

By:  , Manager
Jill Battcher, Manager

Date: September 18, 2019

**CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
FCB ACQUISITION II CORP.**

The undersigned hereby consents to serve as the initial registered agent for FCB Acquisition II Corp. (the "Corporation"), as contemplated by the Corporation's Articles of Incorporation.

FBT LLC

By:  Manager
Jill Battcher, Manager