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Michael G. Adams Kentucky Secretary of State Received and Filed: 3/5/2024 9:50 AM Fee Receipt: \$70.00

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF KLAUSING GROUP, INC.

Pursuant to the provisions of KRS 14A and KRS 271B, these Articles of Amendment to the Articles of Incorporation of Klausing Group, Inc., a Kentucky corporation (the Corporation), are hereby adopted:

- 1. The name of the Corporation is Klausing Group, Inc.
- 2. The Articles of Incorporation are hereby amended as follows:
- a. The text of <u>Article I</u> is deleted in its entirety and replaced with the following:

"ARTICLE I

The name of the Corporation is <u>Klausing Group</u>, <u>PBC</u>, a Kentucky public benefit corporation."

a. The text of <u>Article II</u> is deleted in its entirety and replaced with the following:

"ARTICLE II

The Corporation is a public benefit corporation. The public benefit of the Corporation shall be to leverage its financial, human, and physical resources to champion the integral role of landscapes in fostering social, environmental, and economic well-being. As responsible environmental stewards, we are committed to maximizing the positive impact of our services while simultaneously prioritizing the welfare of our employees and the communities we serve."

b. The text of <u>Article IV</u> is deleted in its entirety and replaced with the following:

"ARTICLE IV

The total number of shares of stock of all classes which the Corporation has authority to issue is three thousand (3,000) shares, consisting of 2,500 shares of Class A common stock ("Class A Shares"), without par value, and 500 shares of Class B common stock (the "Class B Shares"), without par value.

Except as otherwise required by law, voting rights upon any and all matters shall be vested exclusively in the holders of the Class A Shares, and the holders of Class B Shares shall have no voting rights. Other than as to voting

rights, both classes of shares of the Corporation shall be without distinction as to powers, preferences, and rights."

- 3. This Amendment to the Articles of Incorporation was unanimously approved by the Board of Directors and Shareholders of the Corporation on February 27, 2024, in the manner prescribed by the Kentucky Business Corporation Act.
- 4. This Amendment to the Articles of Incorporation of the Corporation shall be effective as when filed with the Kentucky Secretary of State.

[Signature Page Immediately Follows]

IN WITNESS WHEREOF, the undersigned, as the President of the Corporation, has executed these Articles of Amendment as of February 2024.

This Instrument Prepared By:

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