



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

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AMD

Michael G. Adams
Kentucky Secretary of State
 Received and Filed:
 5/26/2023 10:45 AM
 Fee Receipt: \$40.00

Division of Business Filings
 P.O. Box 718
 Frankfort, KY 40602
 (502) 564-3490
 www.sos.ky.gov

Amended Certificate of Authority
(Foreign Business Entity)

FCA

Pursuant to the provisions of KRS Chapter KRS 14A.9 - 040 the undersigned hereby applies for an amended certificate of authority on behalf of the entity named below and, for that purpose, submits the following statements:

- The business entity is:

<input type="checkbox"/> profit corporation	<input type="checkbox"/> nonprofit corporation.
<input type="checkbox"/> professional service corporation	<input type="checkbox"/> business trust
<input type="checkbox"/> limited liability company	<input checked="" type="checkbox"/> limited partnership
<input type="checkbox"/> professional limited liability company	<input type="checkbox"/> statutory trust
<input type="checkbox"/> limited cooperative association	<input type="checkbox"/> non-profit LLC
<input type="checkbox"/> other	
- The name of the company is: Thoroughbred Resources, L.P.
 (The name must be identical to the name on record with the Secretary of State.)
- It is an entity organized and existing under the laws of the state or country of Delaware.
- The entity received authority to transact business in Kentucky on November 20, 2017.
- The entity has changed its (check all that apply)

<input checked="" type="checkbox"/> Domicile name to <u>Thoroughbred Resources, LLC</u>		
<input checked="" type="checkbox"/> Name to be used in Kentucky to <u>Thoroughbred Resources, LLC</u>		
<input type="checkbox"/> Jurisdiction of organization to _____		
<input type="checkbox"/> Period of duration _____		
<input checked="" type="checkbox"/> Form of organization <u>to limited liability company</u>		
<input checked="" type="checkbox"/> Management type: <table border="0"> <tr> <td><input type="checkbox"/> Member managed</td> <td><input checked="" type="checkbox"/> Manager managed</td> </tr> </table>	<input type="checkbox"/> Member managed	<input checked="" type="checkbox"/> Manager managed
<input type="checkbox"/> Member managed	<input checked="" type="checkbox"/> Manager managed	
- This application will be effective upon filing.

I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

DocuSigned by: <u>W. Aaron Bowlds</u>	W. Aaron Bowlds	Manager of Thoroughbred Investment Partners, LLC as Manager	5/24/23
Signature of Authorized Representative	Printed Name	Title	Date

FILING INSTRUCTIONS
APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

TYPE OF FORMATION

Pursuant to KRS 14A.9 – 040 the entity must indicate if it is a corporation, a nonprofit corporation, a professional service corporation, a business trust, a limited liability company or a limited partnership by checking the appropriate box.

NAME

The business entity name must be exactly as written in the home state and comply with the ending requirements of KRS 14A.3-010.

PRINCIPAL OFFICE ADDRESS

The principal office is the office (in or out of this state) so designated in writing with the Office of the Secretary of State where the principal designated office of the business entity is located. This address is where all correspondence from the Office of the Secretary of State (See Document Delivery) will be mailed.

EFFECTIVE DATE AND TIME

The document will be effective on the date and time of filing.

WHO MAY SIGN

The document must be signed by an authorized agent.

NUMBER OF COPIES

If filing via mail or in person, one exact or conformed copy of the documents with the filing fee must be submitted to the address below. To make a copy of the filing for delivery to the local county clerk's office, visit www.sos.ky.gov and print a copy from the organization search tool.

DOCUMENT DELIVERY

A file stamped postcard will be sent to the principal office address. If the applicant wishes for the document to be sent to an alternate address other than the principal office, a request must be submitted in writing affirming that request. Alternate address requests must be submitted with each document filed with the Office of the Secretary of State.

FILING FEE

The filing fee is \$40.00. Checks should be made payable to the "Kentucky State Treasurer."

MAILING ADDRESS

Michael Adams
Secretary of State
PO Box 718
Frankfort, KY 40602-0718

OFFICE LOCATION

Room 152, Capitol Building
700 Capital Avenue
Frankfort, KY 40601
Hours of Operation: 8:00 AM-4:30 PM ET

CONTACT INFORMATION AND NAME AVAILABILITY

If you have any questions, need additional forms or wish to search for name availability, please feel free to visit our website at www.sos.ky.gov or call (502) 564-3490.

FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES

The business entity must file an **annual report** with the Secretary of State between January 1 and June 30 of the year following the calendar year in which the corporation was formed. Subsequent annual reports must be filed with the Secretary of State between January 1 and June 30 of the following calendar years. A **statement of change** of the registered agent and/or registered office address or principal office address must be filed with the Secretary of State whenever a change has occurred involving any of the above categories. Downloadable forms may be found on our website.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED PARTNERSHIP UNDER THE NAME OF "THOROUGHbred RESOURCES, L.P." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THOROUGHbred RESOURCES, L.P." TO "THOROUGHbred RESOURCES LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2022, AT 12:57 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2022 AT 11:59 O'CLOCK P.M.

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.
Jeffrey W. Bullock, Secretary of State

4523728 8100V
SR# 20224402952

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202422256
Date: 01-04-23

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "THROROUGHbred RESOURCES LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2022, AT 12:57 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2022 AT 11:59 O'CLOCK P.M.



A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

4523728 8100V
SR# 20224402952

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202422256
Date: 01-04-23

**CERTIFICATE OF CONVERSION
OF THOROUGHbred RESOURCES, L.P.
FROM A DELAWARE LIMITED PARTNERSHIP
TO A DELAWARE LIMITED LIABILITY COMPANY**

The undersigned, being the sole General Partner of THOROUGHbred RESOURCES, L.P., a Delaware limited partnership (the “**Converting Entity**”), hereby certifies that:

1. The Converting Entity was first formed in the State of Delaware on March 25, 2008.
2. The jurisdiction of the Converting Entity immediately prior to filing this certificate of conversion is Delaware.
3. The name of the Converting Entity immediately prior to filing this certificate of conversion is Thoroughbred Resources, L.P.
4. The file number issued to the Converting Entity by the Secretary of State of the State of Delaware is: 4523728.
5. The name of the converted entity upon filing this Certificate of Conversion, as set forth in its Certificate of Formation, shall be Thoroughbred Resources LLC (the “**Converted Entity**”).
6. A signed plan of conversion (the “**Plan of Conversion**”) is on file at the principal place of business of the Converting Entity, located at 1700 Lincoln Street, Suite 3475, Denver, CO 80203, and a copy of the Plan of Conversion will be furnished on written request without cost by the Converting Entity before the conversion or by the Converted Entity after the conversion to any owner or member of the Converting Entity or Converted Entity.
7. The Plan of Conversion has been approved as required by the laws of the State of Delaware and the governing documents of the Converting Entity.
8. This Certificate of Conversion shall be effective as of 11:59 pm on December 31, 2022.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Converting Entity, has executed this Certificate of Conversion on the 29th day of December, 2022, subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

**THOROUGHbred HOLDINGS GP, LLC,
ITS GENERAL PARTNER**

By: /s/ W. Aaron Bowlds

Name: W. Aaron Bowlds

Title: Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:57 PM 12/29/2022
FILED 12:57 PM 12/29/2022
SR 20224402952 - File Number 4523728

**CERTIFICATE OF FORMATION
OF
THOROUGHbred RESOURCES LLC**

ARTICLE I

NAME

The name of the limited liability company is THOROUGHbred RESOURCES LLC (the “Company”).

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent is Capitol Services, Inc. and the address of the registered agent and the Company’s registered office required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act (the “Act”) is 108 Lakeland Avenue, Dover, Delaware 19901, County of Kent.

IN WITNESS WHEREOF, the undersigned authorized person of the Company has executed this Certificate of Formation as of the 29th day of December, 2022.

By: /s/ W. Aaron Bowlds
W. Aaron Bowlds, Authorized Person