

**BYLAWS
Of
Jalen Hudson Insurance and Financial Services, Inc.**

**ARTICLE I
Offices**

Section 1. Principal Office. The initial principal office of the corporation is located at 495 Erlanger Rd., Ste. 101, Erlanger, KY 41018. The mailing address shall be 2656 Van Deren Dr., Lakeside Park, KY 41017.

Section 2. Registered Office. The corporation, by resolution of its Shareholders and, as applicable, its Board of Directors, may change the location of its Registered Office, as designated in the Articles of Incorporation, to any other place in the state of Kentucky. By like resolution the resident agent at such registered office may be changed to any other, including itself. Upon adoption of such resolution, a certificate certifying said change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the County Clerk for the county in which the new registered office is located (recorded also in the old county if such registered office is moved from one county to another).

Section 3. Other Offices. The board of directors at any place (s) where the corporation is qualified to do business may at any time establish additional branch or subordinate offices.

**ARTICLE II
Shareholders**

Section 1. Place of Meetings. All annual meetings of shareholders and all other meetings of shareholders shall be held at the principal office of the corporation, or with written consent of the shareholders, at any other place within or without the State of Kentucky. Such consent shall be given before or after such meeting and filed with the secretary of the corporation.

Section 2. Annual Meeting. The annual meeting of the shareholders shall be held at such time and place as serves the needs of the corporation. At such meetings, officers and directors shall be elected, as is required for the operation of the corporation, reports of corporation affairs shall be considered, and any other business may be transacted, as may be necessary, appropriate or proper. Shareholders shall be notified of the place, time and agenda of annual meetings at least ten days before, by mail, Internet, telephone or other successful means. Shareholders may waive formal notice of meetings by written consent, filed with the secretary of the corporation.

Section 3. Special Meetings. Special meetings may be called at any time for any purpose whatsoever by the president, board of directors or any shareholder holding more than twenty percent of the stock voting rights. Notification and waiver of such as concerns special meetings shall be consistent with the procedures for the annual meeting.

Section 4. Voting. Voting by shareholders shall be pro rata to the number of shares owned and shall be voted in person, or by any other means by which they can participate in discussion, understand proceedings and render an informed judgment and vote on the affairs of the corporation. Cumulative voting, voting by proxy or other form of representative voting shall not be allowed.

Section 5. Quorum. The presence of shareholders sufficient to vote a simple majority of the outstanding shares shall constitute a quorum. Once established at a meeting business may continue to be transacted notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 6. Inspection of Corporate Records. Any and all corporate records shall be available for inspection by any shareholders within five days of receipt by the corporation of written notification of the specific documents requested, the requesting shareholder's name, and the name of the person who shall be inspecting those documents. The corporate records and books may be kept at any convenient location.

Section 7. Inspection of Bylaws. The corporation shall keep with its other corporate records and documents an original copy of these bylaws, as amended, and certified by the secretary, and make them available to shareholders at all reasonable times during normal business hours.

ARTICLE III Directors

Section 1. Appointment, Removal, Term. The corporation, its officers and shareholders may, at their discretion, and by simple majority vote, dispense with the board of directors as a matter of expediency and practicality. However, such action does not countermand the officers' responsibility for accountability to the shareholders, nor does such action allow for unilateral decision making on the part of any officer.

Section 2. If the corporation deems it necessary, a board of directors may be formed or reinstated and those powers that have been held by the corporation officers, through authorization of the shareholders, in lieu of a board of directors, shall be transferred to the board of directors at such time.

ARTICLE IV Officers

Section 1. Officers. The officers of the corporation shall be president, secretary, and treasurer. One person may hold any number of these offices simultaneously.

Section 2. Election. The officers shall be chosen annually by direct vote of the shareholders. Continuing resolutions to keep officers may be adopted at the annual shareholder's meeting. The shareholders shall have the power to remove any officer at any time. Majority vote of shareholders present at annual meetings or at a specially called meeting shall prevail.

Section 3. Compensation of Officers. The shareholders shall determine the salaries of all officers. The officers shall be deemed to be employees of the corporation if they are active in the operation of the corporation's trade and business, and devote more than 5% of their time (2 hours) per week to the corporation's business.

Section 4. Vacancies. Any office shall be filled by vote of the shareholders at such time they deem appropriate and necessary.

Section 5. President. The president shall be the chief executive officer of the corporation and shall have general supervision, direction and control of the business and officers of the corporation. The president shall preside at all meetings of shareholders.

Section 6. Vice President (if applicable). The vice president shall assist the President in all corporate matters and accept any duties that may be relegated to the office.

Section 7. Secretary/Treasurer. The secretary/treasurer, or a designee appointed by the officers of the corporation, shall keep the minutes of the corporation meetings, shall prepare and record the resolutions, maintain the corporation's financial records, bank accounts and adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surpluses and shares; deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as the corporation's president and or shareholders may have designated; disperse the funds of the corporation as required and prudent.

ARTICLE V Miscellaneous

Section 1. Meetings. Shareholder's meetings shall be held at least annually. Shareholders may decide to dispense with formal notification of meetings.

Section 2. Indemnification of Officers. If an officer is sued, alone or with others, because of the duties or associations with this corporation in any form or facility, and in any proceeding out of an alleged misfeasance or nonfeasance in the performance of corporate duties or out of any alleged wrongful act against the corporation or by the corporation, that those officers shall be indemnified for reasonable expenses.

Section 3. Checks, Drafts, Etc. All business shall be transacted and all access to financial accounts shall be granted to such officers, employees or designees as the shareholders or officers shall determine appropriate.

Section 4. Annual Report. No annual report to shareholders shall be required. The shareholders shall have access to interim and quarterly financial reports as they may request, and may authorize the treasurer of the corporation or the designee, contractors or other selected party to prepare such reports.

Section 5. Contracts, Deeds, etc. By authority from the shareholders, the president of the corporation or a designee thereof may enter into any contract or execute any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the shareholders, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreement, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the corporation by the president or by any other specific officer or any other officer or other written power which was executed on behalf of the corporation by the president.

Section 6. Stock. The corporation shall issue only one class of stock, namely common stock. The corporation is authorized to issue 100 shares of common stock at no par value. Actual stock certificates will not be issued. Proof of ownership of stock shall be evidenced by the minutes of the initial meeting of the shareholders and by the corporation's tax return. The shareholders may decide to issue actual share certificates at some point in time at their discretion. The Articles of Incorporation delineate the transferability rights as concerns the stock of the corporation, and the voting rights and the offering for sale of any shares of the corporation.

Section 7. Representations of Securities of Other Corporations or Entities. The president and the secretary of this corporation are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all securities of any other corporation or entity standing in the name of this corporation. The authority granted herein may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by said officers.

Section 8. Fiscal Year. The fiscal year of the corporation shall be the calendar year, beginning January 1 and ending December 31. Only the shareholders by majority vote may set a different fiscal year.

Section 9. Accounting Method. The corporation shall adopt a cash accounting method. Only the shareholders by majority vote may set a different accounting method.

Section 10. Conflict with Shareholder or Other Agreements. If any conflict exists between any portion of the bylaws and any agreement of any kind, the terms, conditions and provisions of these bylaws shall supersede such other agreement, either in whole or part, as necessary.

Section 11. Section 1244 Plan. The corporation shall offer for sale its shares of common stock under Section 1244 of the Internal Revenue Code.

ARTICLE VI Amendments

Section 1. Power of Shareholders. The bylaws of the corporation may from time to time be repealed, amended or altered, or new bylaws may be adopted, by the following method:

(a) At any annual or special meeting called for such purpose, by the stockholders' unanimous vote until there are more than two shareholders, at which time a 2/3 majority shall be required.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) I am the duly elected and acting secretary of this corporation or other officer as designated below.

(2) The foregoing bylaws, comprised of 4 pages, constitute the original bylaws of said corporation, as duly adopted at the first meeting of the shareholders, who in concert act as directors of the corporation.

IN TESTIMONY WHEREOF, I have given by my signature in affirmation of these original bylaws on behalf of the corporation this 11th day of November 2024.

Jalen Hudson, Secretary