

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KENTUCKY HIGHLANDS INVESTMENT CORPORATION

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Michael G. Adams Kentucky Secretary of State	
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At a meeting of the Board of Directors of Kentucky Highlands Investment Corporation held on August 6, 2024, a majority of the directors in office affirmatively voted to amend Article III of and to restate the corporation's Articles of Incorporation as heretofore restated and amended. There are no members of the corporation.

These amended and restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore restated and amended. They have been duly adopted as required by law and they supersede the original Articles of Incorporation as previously restated and amended.

ARTICLE I

The name of the Corporation is Kentucky Highlands Investment Corporation.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The Corporation is organized and shall be operated exclusively for charitable and educational purposes and for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and in that connection its purpose shall be to plan, promote, initiate and coordinate community economic and social development efforts **primarily** within the nine Kentucky counties of Bell, Clay, Clinton, Harlan, Jackson, McCreary, Rockcastle, Wayne and Whitley, and to operate economic development and lending activities in Pulaski, Knox, Laurel, and, effective February 4, 2003, Cumberland, Estill, Lee, Leslie, Letcher, Lincoln, Madison, Owsley, Perry, and Russell counties, including without limitation development of and assistance to new and existing business enterprises which have the prospect of increasing the income of the area's residents and expanding their employment opportunities, and improvement of the area's housing, education, health, welfare and natural and human resource development; and to these ends to buy, sell, process, lease and otherwise deal in and with tangible and intangible personal property of every kind and description and any interest therein, and to acquire by purchase or lease, own, improve, develop, use, mortgage, lease, convey and otherwise deal in and with and dispose of real property and any interest therein or appurtenant thereto or any improvement thereon. The Corporation is not organized for pecuniary profit or financial gain, and it shall have no capital stock and no power to issue shares of stock or to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual, member, officer or director (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above); no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise

attempting, to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors, the method of electing or appointing directors and their terms and qualifications shall be as provided in the Bylaws of the Corporation. A director may be removed from office by the affirmative vote of at least two-thirds of the directors present at a meeting of a Board of Directors, which vote is made after a determination by the Board of Directors that cause for such removal exists and after the director in question has been given a reasonable opportunity to be heard by the Board of Directors. In addition, a director shall be removed from office automatically and without the need for action by the Board of Directors if he or she (i) fails to attend three consecutive regular meetings of the Board of Directors and/or meetings of any committee of the Board of Directors of which he or she is a member at the time of such meeting, and (ii) fails to attend the next subsequent regular meeting of the Board of Directors and to establish thereat to the reasonable satisfaction of the Board of Directors that such failure to attend such meetings of the Board of Directors or committee thereof should be excused.

ARTICLE VI

1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, Executive Director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to

produce a judgment in its favor by reason of the fact that he is or was a director, officer, Executive Director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. To the extent that a person, who is or was a director, officer, Executive Director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, the Corporation shall indemnify him against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person involved is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination may be made by the Board of Directors by a majority vote of a quorum thereof consisting of directors who were not parties to such action, suit or proceeding.

5. With respect to a person who is indemnified by the Corporation pursuant to this Article, the Corporation may pay expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding referred to in Sections 1 and 2 of this Article in advance of the final disposition of such action, suit or proceeding and as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the person involved to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

6. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which an indemnified person may be entitled under any other provision of the Bylaws of the Corporation or otherwise, both as to act in his official capacity and as to action in another capacity and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. The Corporation shall have power to purchase and maintain insurance on behalf of itself against all or any part of any liability arising under the indemnification provided in this Article and on behalf of any person who is or was a director, officer, Executive Director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all or any part of any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Corporation has indemnified him against such liability under the provisions of this

Article.

8. For purposes of this Article, references to "the Corporation" include Kentucky Highlands Investment Corporation and all constituent corporations absorbed in a consolidation or merger to which Kentucky Highlands Investment Corporation is a party, as well as the resulting or surviving corporation of such a consolidation or merger, so that any person who is or was a director, officer, Executive Director, employee or agent of such a constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to such a resulting or surviving corporation as he would if he had served such resulting or surviving corporation in the same capacity.

ARTICLE VII

Upon dissolution of the Corporation, the directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation to the Commonwealth of Kentucky or any county or municipality of the state or to such organization or organizations organized under KRS 273.161 to 273.390 and described under Section 170(c) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and exempt from taxation under IRC § 501(c)(3) or IRC § 501(c)(4) and operated exclusively for charitable, educational, scientific or social welfare purposes and engaged in activities substantially similar to those of the Corporation, as the Board of Directors shall determine. No assets shall be distributed to a director, member, or shareholder, if any. Any of such assets not so disposed of shall be disposed of by the Laurel Circuit Court of the Commonwealth of Kentucky exclusively for such purposes or to such organization or organizations as such court shall determine, which organization or organizations are organized and operated exclusively for such purposes.

ARTICLE VIII

No Director shall have any personal liability to the Corporation for monetary damages for breach of his duties as a director, provided, however, that this provision shall not eliminate or limit the liability of a Director: (a) for any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or which are known to the Director to be a violation of laws; or (c) for any transaction for which the Director derived an improper personal benefit.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the corporation, by its president and by its secretary this 6th day of August 2024.

KENTUCKY HIGHLANDS INVESTMENT CORPORATION

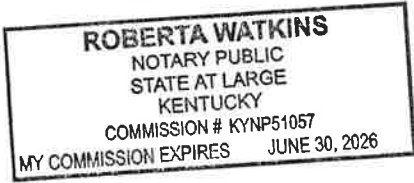
By: Jerry A. Rickett
Jerry A. Rickett, President

By: Ruby Adams
Ruby Adams, Secretary

STATE OF KENTUCKY)
COUNTY OF LAUREL)

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 6th day of August 2024, by Jerry Rickett, President and Ruby Adams, Secretary, of Kentucky Highlands Investment Corporation, a Kentucky non-profit corporation on behalf of the corporation.

My commission expires: 6/30/26



Roberta Watkins #KYNP51057
NOTARY PUBLIC, STATE AT LARGE

Prepared by:

John M. Sosbe

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