

0722582.09

mmoore
PARI

Michael G. Adams
 Kentucky Secretary of State
 Received and Filed:
 6/13/2023 12:07 PM
 Fee Receipt: \$80.00

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MID-AMERICAN GUNITE POOLS, INC.

1. The name of the corporation is Mid-American Gunite Pools, Inc. (the "Corporation").
2. Pursuant to KRS 271B.10-070, the Amended and Restated Articles of Incorporation of the Corporation attached hereto as Appendix A (the "Amended and Restated Articles") amend and restate the Corporation's Articles of Incorporation filed with the Office of the Kentucky Secretary of State on February 2, 2009 (the "Existing Articles"), in their entirety.
3. The Amended and Restated Articles contain an amendment to the Existing Articles that requires shareholder approval. The Amended and Restated Articles were approved in their entirety by shareholders holding all 100 shares of the Corporation's common stock (its only class of stock) in a unanimous written consent dated May 23, 2023, which was sufficient for approval of these Articles of Restatement and the Amended and Restated Articles. All amendments to the Existing Articles by the Amended and Restated Articles were adopted by the shareholders as of such date.
4. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the Amended and Restated Articles, and number of votes of each voting group indisputably represented, were as follows:

| <u>Voting Group</u> | <u>Number of Outstanding Shares</u> | <u>Number of Votes Entitled to be Cast</u> | <u>Number of Votes Represented</u> |
|---------------------|-------------------------------------|--|------------------------------------|
| Common Stock | 100 | 100 | 100 |

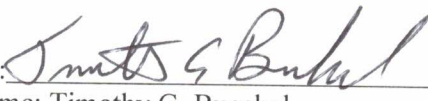
The total number of votes cast by each voting group entitled to vote separately thereon for and against such Amended and Restated Articles was:

| <u>Voting Group</u> | <u>Number of Votes Cast For</u> | <u>Number of Votes Cast Against</u> |
|---------------------|---------------------------------|-------------------------------------|
| Common Stock | 100 | 0 |

5. The Corporation's shareholders have agreed that their existing shares of common stock shall be treated as "voting common shares" pursuant to the Amended and Restated Articles.

IN WITNESS WHEREOF, Mid-American Gunite Pools, Inc. has caused these Articles of Restatement to be signed this 12th day of June, 2023.

MID-AMERICAN GUNITE POOLS, INC.

By: 
 Name: Timothy G. Buechel
 Title: President

Date: 6/12/23

APPENDIX A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

MID-AMERICAN GUNITE POOLS, INC.

The undersigned, desiring to operate a corporation for profit, under the General Corporation Law of Kentucky, adopts the following Amended and Restated Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Mid-American Gunitite Pools, Inc. (the "Corporation").

SECOND: The period of duration of the Corporation is perpetual.

THIRD:

1. The Corporation is authorized to issue "Voting Common Shares" and "Non-Voting Common Shares." The total number of shares which the Corporation is authorized to issue is twenty thousand (20,000) shares, of which one thousand (1,000) shares are Voting Common Shares, no par value per share, and nineteen thousand (19,000) shares are Non-Voting Common Shares, no par value per share.
2. Holders of Voting Common Shares and Non-Voting Common Shares shall have the right to receive the same amount per share in all dividends and in any distribution of assets made upon the dissolution of the Corporation or otherwise. Except as otherwise required by the laws of the Commonwealth of Kentucky, the holders of Voting Common Shares exclusively shall possess all voting power for the election of directors and for all other purposes and the holders of Non-Voting Common Shares shall have no voting power and no holder of Non-Voting Common Shares shall be entitled to receive notice of any meeting of the shareholders. Each Voting Common Share shall have one vote (except with respect to the election of directors, which requires cumulative voting) without distinction as to powers, preferences or rights.

FOURTH: The address of the principal office of the Corporation is 3152 Crescent Avenue, Erlanger, Kentucky 41018.

FIFTH: The address of the registered office of the Corporation is 3152 Crescent Avenue, Erlanger, Kentucky 41018. The name of the registered agent at such office is Michael B. Geers.

SIXTH: The affairs of the corporation are to be managed by a board of directors. The number of directors constituting the board of directors of the Corporation as of the date hereof shall be two (2). The number of directors constituting subsequent boards of directors of the Corporation shall be determined in the manner prescribed from time to time by the bylaws of the Corporation. The names and current mailing addresses of the individuals who are to serve as directors of the Corporation until the next annual meeting of shareholders of the Corporation and until their successors are elected and qualified are:

Michael B. Geers
3152 Crescent Avenue
Erlanger, Kentucky 41018

Timothy G. Buechel
3152 Crescent Avenue
Erlanger, Kentucky 41018

SEVENTH: The provisions of this article limit the liability of directors of the Corporation.

1. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his or her duty as a director, unless such act or omission (i) relates to a transaction in which the director has a personal financial interest which is in conflict with the financial interest of the Corporation or its shareholders; (ii) is not in good faith or involves intentional misconduct or is known to the director to be a violation of law; (iii) is a vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or (iv) relates to a transaction from which the director derives an improper personal benefit.
2. If the Kentucky Business Corporation Act ("KBCA") is amended to authorize corporate or shareholder action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the KBCA, as so amended, and without the necessity for further corporate or shareholder action in respect thereof.
3. Any repeal or modification of this article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

EIGHTH: No shareholder, director or officer of the Corporation shall be individually liable for the payment of any corporate debt or obligation of any nature, contractual, tort or otherwise.

NINTH:

The name and address of the incorporator of the Corporation is:

Patrick M. Brennan
3152 Crescent Avenue
Erlanger, Kentucky 41018

TENTH:

The following provisions are for the purpose of defining, limiting and regulating the exercise of the authority of the Corporation, or of the directors, or of the shareholders of the Corporation:

1. Action on any matter at any shareholders' meeting, regarding which the statutes of Kentucky provide that unless otherwise provided in the Articles of Incorporation or bylaws of a corporation there shall be the affirmative vote of a larger proportion than the holders of a majority of the shares entitled to vote thereon, may be taken by the affirmative vote of the holders of a majority of shares entitled to vote thereon.
2. The Corporation may carry on any and all of its operations and business and promote its objects within the Commonwealth of Kentucky, or elsewhere, without restrictions as to place or amount.
3. The board of directors is authorized to fix from time to time, in accordance with law, the type and amount of consideration for which the shares of the Corporation may be issued or disposed of, including unissued or acquired shares, and to issue any such shares for the purposes of acquiring other businesses or corporations.
4. The Corporation may purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares. The board of directors of the Corporation shall have power to do all said acts, without any action by shareholders of the Corporation.