



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

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AMD

Michael G. Adams
Kentucky Secretary of State
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Division of Business Filings
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Articles of Amendment
 (Domestic Profit or Professional Services Corporation)

AMD

Pursuant to the provisions of KRS 14A and KRS 271B, the undersigned applies to amend articles of incorporation, and for that purpose, submits the following statements:

1. Name of the corporation on record with the Office of the Secretary of State is:

Columbia Sussex Corporation

(The name must be identical to the name on record with the Secretary of State.)

2. The text of each amendment adopted: See attached.

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

See attached.

4. The date of adoption of each amendment was as follows:

5. Check the option that applies (check only one option):

- ☐ The amendment(s) was (were) duly adopted by the incorporators prior to issuance of shares.
☐ The amendment(s) was (were) duly adopted by the board of directors prior to issuance of shares.
☐ The amendment(s) was (were) duly adopted by the incorporators or board of director without shareholder action as shareholder action was not required.
☐ If the amendment(s) was (were) duly adopted by the shareholders, the:
 a) 7000 Number of outstanding shares.
 b) 7 Number of votes entitled to be cast by each voting group entitled to vote separately on the amendment
 c) 7 Number of votes of each voting group indisputably represented at the meeting.
 d) 7 The total number of votes in favor of the amendment.
 e) 0 The number of votes against the amendment.
 f) 7 The number of votes cast for the amendment by each voting group was sufficient.

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

Signature of Officer or Chairman of the Board

William J. Yung, III
 Printed Name

President
 Title

Jan 25, 2023
 Date

ATTACHMENT TO ARTICLES OF AMENDMENT
OF
COLUMBIA SUSSEX CORPORATION

Article 3 of the Articles of Incorporation of Columbia Sussex Corporation is hereby amended in its entirety to read as follows:

3. Authorized Shares. The authorized number of shares of the Corporation is One Million (1,000,000) common shares, without par value, of which One Thousand (1000) are classified voting common shares and Nine Hundred Ninety Thousand (990,000) are classified nonvoting common shares.

The express terms of such classes of shares are identical, except as follows: (i) each outstanding voting common share shall entitle the holder thereof to notice of meetings of shareholders and to one vote on each matter properly submitted to the shareholders for their vote, consent, waiver, release, or other action, subject to the following paragraph regarding Series of voting common shares and the election of Directors; and (ii) each outstanding nonvoting common share shall not entitle the holder thereof to notice of meetings of shareholders or to any voting rights whatsoever on any matter submitted to the shareholders for their vote, consent, waiver, release, or other action, except as required by law or by any voting agreement among the shareholders.

All voting common shares shall be further designated as one of a Series, either Series A voting common shares ("Series A Shares"), Series B voting common shares ("Series B Shares"), Series C voting common shares ("Series C Shares"), Series D voting common shares ("Series D Shares"), Series E voting common shares ("Series E Shares"), Series F voting common shares ("Series F Shares"), or Series G voting common shares ("Series F Shares"). At each annual meeting of shareholders, the holders of each Series shall elect one person to the Board of Directors of the Corporation to serve a one-year term; if there is more than one nominee, the nominee receiving the most votes shall be elected. The holders of a majority of the shares of any Series may remove the Director elected by the holders of shares of such Series at any time and may replace such appointee in the event of such person's death, resignation, or removal. The holders of shares of the other Series may remove a Director not elected by them only as provided in a voting agreement among the shareholders. Any additional Directors shall be elected by Majority Approval. "Majority Approval" shall mean at least a majority of the outstanding Series shall have given Series Approval. "Series Approval" shall mean the holders of a majority of the shares of a particular Series shall have given approval, by vote or by written consent.

Item 3

Upon the filing of these Articles of Amendment with the Kentucky Secretary of State, one then outstanding voting common share shall be converted into and become one outstanding Series A Share, one then outstanding voting common share shall be converted into and become one outstanding Series B Share, one then outstanding voting common share shall be converted into and become one outstanding Series C Share, one then outstanding voting common share shall be converted into and become one outstanding Series D Share, one then outstanding voting common share shall be converted into and become one outstanding Series E Share, one then outstanding voting common share shall be converted into and become one outstanding Series F Share, and one then outstanding voting common share shall be converted into and become one outstanding Series G Share.