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**ARTICLES OF INCORPORATION
OF
BURLEY AND DARK TOBACCO PRODUCER
ASSOCIATION, INC.**

These Articles of Incorporation, executed this 10th day of February, 2021, evidence and certify that the undersigned, hereby commences the formation of a non-stock, nonprofit corporation under the laws of the Commonwealth of Kentucky pursuant to KRS 273.161-273.390 and all amendments hereafter made thereto:

**ARTICLE I
Name and Principal Office of the Corporation**

The name of this Corporation is Burley and Dark Tobacco Producer Association, Inc. The mailing address of this Corporation's principal office is:

Burley and Dark Tobacco Producer Association, Inc.
Attention: Al Pedigo
38 Silver Oak Court
Scottsville, KY 42164

**ARTICLE II
Purpose of the Corporation**

The purpose of this Corporation is to operate as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986.

The mission of the Corporation is to: (i) to serve and act as a liaison on behalf of tobacco growers of all types of tobacco with tobacco leaf dealers and tobacco purchasers, (ii) to advocate for the improvements of business conditions for producers, growers and land owners involved in the production of all types of tobacco; (iii) to support educational opportunities and research beneficial to growers of all types of tobacco, (iv) to promote efforts to improve the profitability of tobacco production, (v) to provide resources to its tobacco grower members, (vi) to improve the

sustainability of tobacco production, and (vii) to promote the common interests of tobacco growers of all types of tobacco.

In carrying out its exempt purposes, the Corporation shall have all of the powers allowed nonprofit corporations by Chapter 273 of the Kentucky Revised Statutes to such extent that such powers do not violate Section 501(c)(6) of the Internal Revenue Code.

The Corporation shall be authorized to accept, receive, maintain and invest gifts, contributions, donations, devises, bequests, endowments and funds, both general and special, and to administer the same, and to expend the principal and the income thereof or either the principal or the income for the furtherance of any of the purposes expressed herein.

ARTICLE III Operations Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, 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 in these Articles of Incorporation. Except to work for the enactment of laws to advance the common business interests of the Corporation's Members as permitted by Section 501(c)(6) of the Internal Revenue Code, no substantial part of the activities of the Corporation shall include 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation recognized as

exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE IV Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is located, exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes.

ARTICLE V Duration

The duration of the Corporation shall be perpetual, subject to applicable statutory dissolution provisions.

ARTICLE VI Name and Address of Registered Agent of the Corporation

The name and address of the initial registered agent of the Corporation is:

D. Gaines Penn
English, Lucas, Priest & Owsley, LLP
1101 College Street
Bowling Green, Kentucky 42101

ARTICLE VII Name and Addresses of Incorporator

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

Al Pedigo
38 Silver Oak Court
Scottsville, KY 42164

ARTICLE VIII
Members of the Corporation

The Corporation shall have two classes of membership. Members will be classified as either Producer Members or Supporting Members. The manner of election or appointment and the qualifications and rights of the Members of each class shall be set forth in the Bylaws of the Corporation. Producer Members shall have voting rights limited to the election of the Corporation's Board of Directors. Supporting Members shall not have any voting rights.

ARTICLE IX
Bylaws

The initial Bylaws of the Corporation shall be adopted by the Corporation's Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Corporation's Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE X
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. Directors need not be residents of the Commonwealth of Kentucky but must be Producer Members of the Corporation. The Bylaws of the Corporation may prescribe other qualifications for Directors. The number of Directors of the Corporation shall not be less than three (3). Subject to such limitation, the number of Directors shall be fixed by the Bylaws, except as to the number of the initial Board of Directors which number shall be set at nine (9) Directors. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws; however, no decrease in the number shall have the effect of shortening the term of any incumbent Director.

The name and address of the Directors constituting the first Board of Directors, who shall hold office until the first annual meeting of the Corporation, are:

Al Pedigo
38 Silver Oak Court
Scottsville, KY 42164

Eddie Warren
1689 Barnes Mill Rd.
Richmond, KY 40475

David Chappell
3320 HWY 127 North
Owenton, KY 40359

Guy Heitkemper
7015 Geswein Rd.
Lanesville, IN 47136

Tom Ingram
913 Flood Rd.
Shelbyville, KY 40065

Donald Mitchell
1888 Weisenberger Rd.
Midway, KY 40347

James Dale Seay
629 Pleasant Grove Rd
Crofton, KY 42217

Mark Turner
482 Bill Taylor Rd.
Livermore, KY 42352

Darrell Varner
P.O. Box 4272
Midway, KY 40347

Thereafter, the Directors shall be elected or appointed in the manner and for the terms provided in the Corporation's Bylaws.

A Director may be removed from the Board of Directors by an affirmative two thirds (2/3rd) vote of the Directors present at a regular or special called meeting of the Board of Directors.

ARTICLE XI
Amendment or Restatement of Articles of Incorporation

Any amendment to, or restatement of the Articles of Incorporation shall be adopted upon receiving a vote of at least two-thirds (2/3rd) of the Corporation's Board of Directors.

ARTICLE XII
Indemnification

Each person who is or was a Director or Officer of the Corporation, whether elected or appointed, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a Director or Officer, arising out of such person's status as a Director or Officer; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding. Any repeal or modification of this Article shall not affect any right or obligation then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the Director or Officer may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation

may, but not be obligated to, maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Act or under this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of the Board of Directors, or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this Article, which shall have been invalidated or by any other applicable law.

ARTICLE XIII **Limitation of Director Liability**

No Director shall be personally liable to the Corporation for monetary damages for breach of his duties as a director except for liability:

(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 are known to the Director to be a violation of law; or

(C) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to

the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.


IN TESTIMONY WHEREOF, witness the signature of the undersigned Incorporator this 10th day of February, 2021.


AL PEDIGO, INCORPORATOR

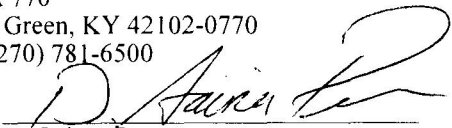
Consent of Initial Agent for Service of Process

I, D. Gaines Penn, whose address is English, Lucas, Priest & Owsley, LLP, 1101 College Street, Bowling Green, Kentucky 42010, hereby agree and consent to serve as registered office and agent for service of process of Burley and Dark Tobacco Producer Association, Inc.

Date: February 10, 2021


D. Gaines Penn

This Instrument Prepared By:
ENGLISH, LUCAS, PRIEST & OWSLEY, LLP
Attorneys at Law
1101 College Street
P.O. Box 770
Bowling Green, KY 42102-0770
Phone: (270) 781-6500

By: 
D. Gaines Penn