

Articles of Incorporation
of
Red Hawk Management, Inc.

1. The name of the Corporation is Red Hawk Management, Inc. ("Corporation").
2. The duration of Corporation's existence is perpetual.
3. The purposes for which Corporation is organized shall include but not limited to management, operation and staffing of insurance agencies and all other lawful businesses and investments for which for-profit corporations may be organized under KRS Chapter 271B.
4. The principal place of business of the Corporation is 2300 Regency Road, Lexington, Kentucky 40503.
5. The registered agent and address of the registered office of the Corporation is Kevin G. Henry, 333 West Vine Street, Suite 1500, Lexington, Kentucky 40507.
6. The Corporation shall have authority to issue 10,000 shares of no-par common stock.
7. The Bylaws shall set the number of directors who shall manage and oversee the Corporation and its officers. The initial board of directors shall have one member, whose name and mailing address is:

Joseph Carson Evans, Jr.
2300 Regency Road
Lexington, KY 40503
8. The shareholders of Corporation shall not be personally liable for the debts and obligations of Corporation except where a shareholder has personally guaranteed the payment and/or collection of any Corporation debt and/or obligation.
9. There shall be no cumulative voting by shareholders, and shareholders shall have no preemptive rights.
10. The power to amend the Articles of Incorporation is reserved to the shareholders and shall require an affirmative vote of seventy-five percent (75%) of the issued and outstanding shares of Corporation.
11. The board of directors of Corporation shall have the power to adopt and amend Bylaws for Corporation upon the affirmative vote of two-thirds percent (66.67%) of the directors. The Bylaws may provide for indemnification of directors by Corporation to the extent

of its unencumbered assets from time to time, in accordance with KRS 271B.8-500, *et seq.*, as amended.

12. A director of Corporation shall not be personally liable to Corporation or its shareholders for monetary damages for breach of duties as a director except where (i) he enters into a transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (ii) the director's actions and/or omissions are in bad faith or involve intentional misconduct or are known by the director to be in violation of federal, state or local law; (iii) he votes for or assents to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or (iv) the director engages in a transaction from which an improper personal benefit is derived. This provision shall not eliminate or limit a director's liability for any act or omission occurring prior to the effective date of these Articles of Incorporation.

13. The Corporation intends to qualify as a "small business corporation" under Section 1244(c)(3) of the Internal Revenue Code, as amended, and its shareholders intend to elect treatment of Corporation as a "S Corporation" under Subchapter S of the Internal Revenue Code, as amended.

14. The name and mailing address of the Incorporator of the Corporation is Kevin G. Henry, 333 West Vine Street, Suite 1500, Lexington, Kentucky 40507.

IN WITNESS WHEREOF, the Incorporator has signed these Articles of Incorporation for the above Corporation under authority of its initial shareholders this 19th day of January, 2021.

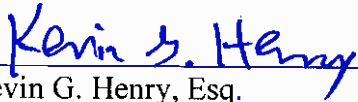
Kevin G. Henry
INCORPORATOR

CONSENT OF REGISTERED AGENT

I hereby consent to serve as Registered Agent of Red Hawk Management, Inc., a Kentucky for-profit corporation, for the purposes prescribed by KRS Chapter 14A, KRS 271B.5-010 and Civil Rule 4.04(5).

Kevin G. Henry
REGISTERED AGENT

PREPARED BY:


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