DOC ID ----> 201923103984

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
08/20/2019	201923103984	AMENDMENT TO ARTICLES (AMD)	50.00	200.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

PWR, PLLC
425 W. CAPITOL AVE.
SUITE 3300
LITTLE ROCK, AR 72201

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

294188

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

COOPER HATCHERY, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
AMENDMENT TO ARTICLES	**201923103984**

Effective Date: 08/19/2019

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 20th day of August, A.D. 2019.

Ohio Secretary of State

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Form 540 Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Certificate of Amendment
(For-Profit, Domestic Corporation)
Filing Fee: $50
Form Must Be Typed

Check appropriate box:

☒ Amendment to existing Articles of Incorporation (125-AMDS)

☐ Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation: COOPER HATCHERY, INC.

Charter Number: 294188

Check one box below and provide information as required:

☐ The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70 (A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

☐ The articles are hereby amended by the **Directors.** Pursuant to Ohio Revised Code section 1701.70(A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B) (In this space insert the number 1 through 10 to provide basis for adoption.)

☒ The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.

☐ The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

James R. Cooper
Signature

Chief Executive Officer/President
By (if applicable)

James R. Cooper
Print Name

Signature

By (if applicable)

Print Name

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MINUTES OF ANNUAL MEETING OF SHAREHOLDERS

OF

COOPER HATCHERY, INC.

and

V.H.COOPER & COMPANY, INC.

April 21st 2018

The annual meeting of shareholders of Cooper Hatchery, Inc. (and V. H. Cooper & Company, Inc.) convened at 11:00am at the Gallery 4 Boardroom at the 21c Hotel, Lexington, Kentucky, pursuant to formal written Notice of the Meeting dated February 7, 2018, and April 9, 2018, which was mailed to each and every shareholder registered on the books of this Corporation at his or her address as it appears in the corporate records in accordance with statutory law.

James R. Cooper, Chairman of the Board of Directors and Chief Executive Officer of the Corporation, acted as Chairman of the meeting and called the meeting to order. Dianne L. Cooper, Secretary of the Corporation, recorded the minutes of the meeting.

At the outset of the meeting, all shareholders executed a meeting attendance form (attached hereto) while the annual report of the President was given by James R. Cooper. All shareholders were present for the meeting with the exception of Tara Cooper, Cole Cooper, and Matthew Ludwig, all of whom attended by valid, executed proxies.

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After further discussion of the items on the April 9th Notice, the following motion was then made by Dawn Price:

"That the shareholders vote on, approve, and ratify the remaining items set out on the April 9th Notice to Shareholders, including the amendment to the Code of Regulations and the Amendment to the Articles of Incorporation to increase authorized shares to establish non-voting stock."

After discussion of these items, the Motion was seconded by Lucas Cooper and then voted on, receiving 2507 yes votes, 130 no votes, and 65 abstained votes, thus passing by a majority of votes.

The following resolution was then passed out by Dianne L. Cooper and voted on, receiving 2437 yes votes and 265 abstained votes:

"Resolved, that all actions on behalf or in the name of Cooper Hatchery, Inc. by its Officers, Directors and Shareholders that occurred in the preceding year after the previous Annual Shareholders Meeting, are hereby ratified and confirmed."

There being no further business, the meeting was adjourned on a motion made by Heather Cooper and seconded by Gregory Cooper and was duly adopted.

Dianne L. Cooper – Secretary

APPROVED:

James R. Cooper