

F22000006415

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

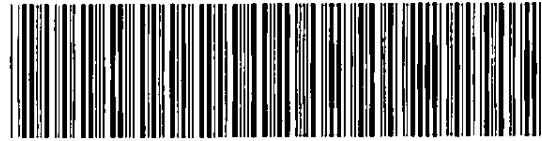
(Business Entity Name)

(Document Number)

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TAMPA, FLORIDA

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CLERK OF STATE
TAMPA, FLORIDA

A. RAMSEY

DEC 18 2024



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088
If there are any issues
please contact Cheyanne at
850-202-1882

Date: 12/17/2024

Name: Cheyenne Davis

Reference #: 2538004

Entity Name: GRAY AES, PSC, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

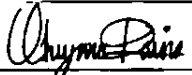
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$35.00

Signature: 



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 1200000000088
If there are any issues
please contact Patrice at
850-202-9071

Date: 12/17/2024

Name: Cheyenne Davis

Reference #: 2538004

Entity Name: GRAY AES, PSC, INC.

☐ Articles of Incorporation/Authorization to Transact Business

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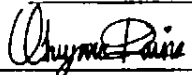
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$35.00

Signature: 

• CORPORATE HQ
COGENCY GLOBAL INC
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

• EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY #8010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Gray AE, PSC, Inc.

Name of Corporation

DOCUMENT NUMBER: F22000006415

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cassandra Stanback

Name of Contact Person

Gray AES, PSC

Firm/Company

10 Quality Street

Address

Lexington, KY 40507

City/State and Zip Code

legalnotices@gray.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cassandra Stanback

Name of Contact Person

859

at (

281-5000

)

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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2024 DEC 17 PM 12:19
CLERK OF DISTRICT COURT
JANUARY 17, 2025

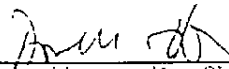
F22000006415

Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
VP	Greg Smith	10 Quality Street, Lexington, KY 40507	<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
VP	Cinthya Carillo	10 Quality Street, Lexington, KY 40507	<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mary McDowell Hoskins

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE \$35.00



Michael G. Adams
Secretary of State

Certificate

I, Michael G. Adams, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF AMENDMENT OF GRAY AE, PSC CHANGING NAME TO GRAY
AFS, PSC FILED DECEMBER 16, 2024.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
Official Seal at Frankfort, Kentucky, this 16th day of December, 2024.



Michael G. Adams

Michael G. Adams
Secretary of State
Commonwealth of Kentucky
kdc Coleman/1216922 - Certificate ID: 324746

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

GRAY AE, PSC

1216922.09	mnoore AMR
Michael G. Adams Kentucky Secretary of State Received and Filed: 12/16/2024 3:03 PM Fee Receipt: \$80.00	

The undersigned, acting pursuant to a unanimous resolution of the shareholders and the board of directors of the corporation under the Kentucky Business Corporation Act, Chapter 271B of the Kentucky Revised Statutes (the "Act"), sets forth the following Amended and Restated Articles of Incorporation on behalf of such corporation:

**ARTICLE 1
AMENDMENT AND RESTATEMENT**

The name of the corporation pursuant to the original Articles of Incorporation, as amended by the Amended and Restated Articles of Incorporation dated October 13, 2022 (collectively, the "Original Articles"), is Gray AE, PSC. These Second Amended and Restated Articles of Incorporation will change the name of the corporation and therefore contain an amendment to the Original Articles requiring shareholder approval.

These Second Amended and Restated Articles of Incorporation were duly adopted on December 16, 2024 by the corporation's board of directors and shareholders in accordance with the Act. There were 100 shares of the corporation's common stock outstanding on December 16, 2024. The shareholders of the corporation's common stock constituted the only voting group entitled to vote on the amendment. There were 100 votes entitled to be cast by the shareholders of the corporation's common stock. The unanimous written consent of the shareholders dated December 16, 2024 had the effect of a unanimous vote at a meeting. Accordingly, the total number of undisputed votes cast for the amendment was 100. The number of votes cast was sufficient to approve and adopt the amendment.

These Second Amended and Restated Articles of Incorporation amend and supersede the Original Articles and all amendments thereto in their entirety. These Second Amended and Restated Articles of Incorporation are effective upon filing with the Kentucky Secretary of State's office.

**ARTICLE 2
-NAME-**

The name of the corporation is Gray AES, PSC (the "Corporation").

**ARTICLE 3
-AUTHORIZED SHARES-**

The total number of shares of stock which the Corporation shall have the authority to issue is 1,000 shares of no par value common capital stock (the "Common Stock"). The Common Stock shall have all of the voting power of the Corporation, shall be entitled to receive the net assets of the Corporation upon the dissolution of the Corporation, and shall be without distinction as to designations, preferences, limitations, or relative rights and priorities.

ARTICLE 4

-REGISTERED OFFICE; REGISTERED AGENT-

The street address of the initial registered office of the Corporation is 828 Lane Allen Road, Suite 219, Lexington, Kentucky 40504, and the name of its initial registered agent at such address is Cogency Global Inc.

ARTICLE 5

-PRINCIPAL OFFICE-

The mailing address of the Corporation's initial principal office is 10 Quality Street, Lexington, Kentucky 40507.

ARTICLE 6

-INCORPORATOR-

The name and mailing address of the incorporator is Mary McDowell Hoskins, 10 Quality Street, Lexington, Kentucky 40507.

ARTICLE 7

-DIRECTORS' LIABILITY-

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of his duties as a director, except (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (ii) 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; (iii) for any vote for or assent to an unlawful distribution to shareholders as provided in KRS 271B.8-330; or (iv) for any transaction from which the director derived an improper personal benefit.

If the Act is amended after the date of the filing of these Amended and Restated Articles of Incorporation to authorize corporate 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 Act, as so amended, and without the necessity for further shareholder action in respect thereof.

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.

ARTICLE 8
-INDEMNIFICATION-

The Corporation shall, to the fullest extent permitted by Kentucky law, indemnify any director or officer of the Corporation from and against any and all reasonable costs and expenses (including, but not limited to, attorneys' fees) and any liabilities including, but not limited to, judgments, fines, penalties and reasonable settlements) paid by or on behalf of, or imposed against, such person in connection with any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including any appeal relating thereto), whether formal or informal, and whether made or brought by or in the right of the Corporation or otherwise, in which such person is, was or at any time becomes a party or witness, or is threatened to be made a party or witness, or otherwise, by reason of the fact that such person is, was or at any time becomes a director, officer, employee or agent of the Corporation or, at the Corporation's request, a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

The indemnification authorized by this ARTICLE 8 shall not be exclusive of any other right of indemnification which any such person may have or hereafter acquire under any provision of these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, agreement, vote of shareholders or disinterested directors or otherwise. The Corporation may take such steps as may be deemed appropriate by the board of directors to provide and secure indemnification to any such person, including, without limitation, the execution of agreements for indemnification between the Corporation and individual directors, officers, employees or agents which may provide rights to indemnification which are broader or otherwise different than the rights authorized by this ARTICLE 8.

ARTICLE 9
-PROFESSIONAL SERVICES-

The professions to be practiced through the Corporation are architecture and engineering.

ARTICLE 10
-ORIGINAL SHAREHOLDERS-

The names and addresses of all the original shareholders of the Corporation are:

Franklin Gray	10 Quality Street Lexington, Kentucky 40507
David Hird	10 Quality Street Lexington, Kentucky 40507
Mary McDowell Hoskins	10 Quality Street Lexington, Kentucky 40507

Randall Vaughn

10 Quality Street
Lexington, Kentucky 40507

Christopher Crovo

10 Quality Street
Lexington, Kentucky 40507

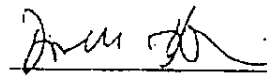
ARTICLE 11
-QUALIFIED PERSONS-

Each of the incorporators, shareholders, directors, and officers of the Corporation is a qualified person within the meaning of Kentucky Revised Statutes Chapter 274.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Second Amended and Restated Articles of Incorporation as of the date set forth below.

Date: December 16, 2024

A handwritten signature in black ink, appearing to read "Mary McDowell Hoskins", written over a horizontal line.

Mary McDowell Hoskins, Incorporator

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS 14A.4-010, the undersigned as the initial registered agent and agent for service of process identified in ARTICLE 4 of the Second Amended and Restated Articles of Incorporation of Gray AES, PSC (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or it resigns in accordance with the applicable provisions of Kentucky Corporations Act.

Date: December 16, 2024

COGENCY GLOBAL INC.

By: Sarah Murphy
Name: Sarah Murphy

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

Michael G. Adams
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Existence

Authentication number: 324756

Visit <https://web.sos.ky.gov/fishow/certvalidate.aspx> to authenticate this certificate.

I, Michael G. Adams, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

GRAY AES, PSC

GRAY AES, PSC is a professional service corporation duly organized and existing under KRS Chapter 14A and KRS Chapter 274, whose date of organization is June 28, 2022 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 274.105 and KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 16th day of December, 2024, in the 233rd year of the Commonwealth.



Michael G. Adams

Michael G. Adams
Secretary of State
Commonwealth of Kentucky
324756/1216922