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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF DISSOLUTION
OF
BURLEY TOBACCO GROWERS COOPERATIVE ASSOCIATION,
A KENTUCKY NON-STOCK AGRICULTURAL COOPERATIVE**

Pursuant to vote by more than two-thirds of the directors present in person at a meeting of the Board of Directors of Burley Tobacco Growers Cooperative Association (“the BTGCA”) on June 9, 2020 to dissolve the BTGCA, and the subsequent final Amended Opinion and Order of the Fayette Circuit Court entered July 28, 2021, in Fayette Circuit Court, Case No. 20-CI-00332, ordering the judicial dissolution of the BGTCA and appointing the Dissolution Committee for the BTGCA consisting of three of its directors and the three Plaintiff representatives, and conferring upon the Committee all the powers of a corporate board of directors (section 3, Order, page 24); and the liquidation of BTGCA assets and payment or satisfaction of its debts and liabilities having commenced, the Dissolution Committee of the BTGCA now hereby unanimously adopts the following Articles of Dissolution for the purposes of dissolving the BTGCA and winding up its business affairs in accordance with KRS 272.325, other applicable statutes in KRS chapters 271B, 272 and 273, and its governing Articles of Incorporation and Bylaws as amended, to be effective upon filing with the Kentucky Secretary of State:

1. The name of the Corporation is Burley Tobacco Growers Cooperative Association.

2. A resolution to dissolve the BTGCA in accordance with law and under court supervision was adopted in a meeting of its then Board of Directors held on June 9, 2020, at which a quorum was present and the resolution received more than two-thirds of the votes of the directors present in person, namely a vote of 13-2 present, out of 18 total directors.

3. The BTGCA thereafter sought and obtained a final Order of the Fayette Circuit Court ordering and undertaking judicial dissolution of the BTGCA, entered July 28, 2021, in

Fayette Circuit Court, Case No. 20-CI-00332, styled *Haynes Properties, LLC, et al. v. Burley Tobacco Growers Cooperative Association, et al.*

4. All assets of the BGTCA have been or shall be liquidated, and all debts, obligations and liabilities of the BGTCA have been paid and discharged or adequate provision has been made therefore by escrow of sufficient sums to make future payments or by substitute or including other complete distribution and performance.

5. A plan of distribution of the remaining net assets of the BTGCA to Settlement Class Members certified by the Fayette Circuit Court was approved by said court and is now final, after actual and publication notice to present and former members of the BTGCA and prospective members of the Settlement Class. Distribution to approved Settlement Class Members shall continue until all available net funds of the BTGCA are distributed, with any remaining de minimis sum (not warranting the professional fees, trouble and expense of distribution and mailing) to be transferred to an approved agriculture-related entity or non-profit organization approved by the Fayette Circuit Court or the Dissolution Committee, or to the University of Kentucky College of Agriculture.

6. All present and former members of the BTGCA are barred by the approved Class Settlement from asserting claims against the BTGCA other than for their equal share of distribution of net assets as Class Members. There are no lawsuits or claims pending against the BTGCA in any court or administrative agency in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

7. The BTGCA has filed its federal, state and local tax returns through its fiscal year ending September 30, 2021, and has made proper reserve for payment of any taxes anticipated to become due on its federal, state and local tax returns for its fiscal year ending September 30,

2022, along with a reserve for professional fees to prepare and file same and conclude its legal existence.

8. The BTGCA no longer has any employees, and all other wages and benefits payable to former employees have been paid, with proper reporting to tax and Unemployment insurance offices and payment of such taxes.

9. Al Pedigo and Penny Greathouse are each designated as Liquidating Officers of the BTGCA, with full power to sell all remaining assets, endorse checks, direct or deposit payments to BTGCA accounts or Escrow accounts, pay legal and accounting professionals and taxes, sign affidavits, tax returns and other legal filings for the BTGCA, and perform all other acts necessary to accomplish dissolution and the distribution of remaining net assets to Settlement Class Members as directed by the Court. The Liquidating Officers shall be indemnified to the extent of all remaining assets of BTGCA should they incur any liability as signing persons on any tax returns or other papers.

10. A copy of these Articles shall be filed with: (a) the Kentucky Secretary of State; (b) the Dean of the College of Agriculture of the University of Kentucky; (c) the Commissioner of Agriculture for the Commonwealth of Kentucky; and (d) Hon. Julie M. Goodman, Judge, Fayette Circuit Court.

11. Notice of the intended dissolution of the BTGCA has previously been provided by direct mailing all listed and purported BTGCA members since 2014, website posting on www.burleytobacco.com and www.btgcasesettlement.law, posting of notice from the Fayette Circuit Court in various County Extension Agent Offices and Farm Services Agency Offices, and publication in major newspapers in Kentucky, Southern Indiana, Southern Ohio, West Virginia, and Eastern Missouri, before the Class Settlement was approved and judicial dissolution was ordered by the Fayette Circuit Court.

12. These Articles have been signed in counterparts.

IN WITNESS WHEREOF, the duly-authorized President of BTGCA and all of the duly appointed members of the BTGCA Dissolution Committee have signed these Articles of Dissolution for the purposes stated, on the date(s) shown below.

BURLEY TOBACCO GROWERS
COOPERATIVE ASSOCIATION

BY: Al Pedigo
President
Date: 9/23/22

BTGCA DISSOLUTION COMMITTEE:

Al Pedigo
Al Pedigo
Date: 9/23/22

Penny Greathouse
Date: _____

Donald Mitchell
Date: _____

Mitch Haynes
Date: _____

Scott Haynes
Date: _____

12. These Articles have been signed in counterparts.

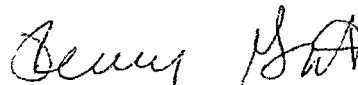
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BURLEY TOBACCO GROWERS
COOPERATIVE ASSOCIATION

BY: _____
President
Date: _____

BTGCA DISSOLUTION COMMITTEE:

Al Pedigo
Date: _____

 _____
Penny Greathouse
Date: 9/23/22

Donald Mitchell
Date: _____

Mitch Haynes
Date: _____

Scott Haynes
Date: _____

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IN WITNESS WHEREOF, the duly-authorized President of BTGCA and all of the duly appointed members of the BTGCA Dissolution Committee have signed these Articles of Dissolution for the purposes stated, on the date(s) shown below.

BURLEY TOBACCO GROWERS
COOPERATIVE ASSOCIATION

BY: _____

President

Date: _____

BTGCA DISSOLUTION COMMITTEE:

Al Pedigo

Date: _____

Penny Greathouse

Date: _____

Donald Mitchell

Donald Mitchell

Date: 3/29/23

Mitch Haynes

Date: _____

Scott Haynes

Date: _____

Penny Greathouse


Date:

Donald Mitchell

Date:


Mitch Haynes

Date:


9-23-22

Scott Haynes

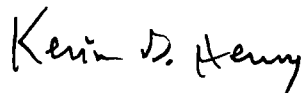
Date:


9/23/22

Eddie Warren

Date:

Prepared by:



Kevin G. Henry, Esq.
Sturgill, Turner, Barker & Moloney, PLLC
333 W. Vine Street, Suite 1500

Eddie Warren

Eddie Warren

Date: 1-27-2023

Prepared by:

Kevin G. Henry

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