

**RESOLUTIONS OF THE MEMBERS
OF**

F. M. KIRBY FOUNDATION, INC.

(Amendment and Restatement of Bylaws)

September 15, 2023

RESOLVED, that the amended and restated Bylaws of the Corporation attached hereto as Exhibit A (“Bylaws”) be, and hereby are, approved and adopted as the Bylaws of the Corporation; and be it further

RESOLVED, that any of the Members, any member of the Board of Directors (the “Board”), and each officer of the Corporation be, and hereby is, authorized and directed to take such steps as may be necessary or appropriate, to effect the foregoing resolution; and be it further

RESOLVED, that all actions heretofore taken by any of the Members, any member of the Board, or any officer prior to the adoption of these resolutions in furtherance of the transactions contemplated by and approved in these resolutions (including, but not limited to, the execution and delivery on behalf of the Corporation of any and all instruments and documents) and all other actions taken in the name of the Corporation thereby, are hereby ratified, confirmed and approved in all respects.