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Certificate sf
AMENDMENT TO ARTICLES OF ORGANIZATION

OF

HENRY INSURANCE AGENCY, LLC

Certificate sf
This Amendment to the *Certificate sf* Articles of Organization of Henry Insurance Agency, LLC
("Amendment"), adopted this 1st day of March 2023, amends all former Company *Certificate sf* articles
including, without limitation, those certain *Certificate sf* articles filed with the Idaho Secretary of State on
December 24, 2003, the amendment filed January 8, 2014, and the amendment filed June 10,
2014. The undersigned, acting as the only Members of Henry Insurance Agency, LLC
("Company"), adopt this Amendment for the Company pursuant to Idaho Code 30-25-202(a).
The Articles of Organization are hereby amended by addition of the following provisions:

1. Addition of Members. For so long as the Company holds an equity interest in
OneDigital Management Holdings LLC, a Delaware limited liability company, or OneDigital
Topco LLC, a Delaware limited liability company (or any successor or assignee thereto)
("OneDigital"), or any derivative, contingent, or other rights related to such equity interest (each
such interest or right, an "**OneDigital Interest**"), no person shall be admitted as a Member of the
Company without the prior written consent of OneDigital.

2. Restrictions on Transfers. For so long as the Company holds an equity interest in
OneDigital or any OneDigital Interest, no Member may, directly or indirectly (including by
issuing any equity interests), sell, exchange, assign, pledge, hypothecate, gift or otherwise
transfer, dispose of or encumber any units or any legal, economic or beneficial interest in any

units (in each case, whether held in his/her/its own right or by his/her/its representative and whether voluntary or involuntary or by operation of law) without the consent of OneDigital other than to a member of such Member's "Family Group" as provided in that certain Amended and Restated Limited Liability Company Agreement of OneDigital Management Holdings LLC, dated as of November 16, 2020, subject to the satisfaction of each of the conditions therein. Any purported transfer of any units or any legal, economic or beneficial interest in any units shall be null and void.

3. Amendments and Waivers. Any amendment, modification, supplement, restatement or waiver of any provision hereof that would affect this Amendment (collectively, the "***Protective Provisions***") shall require the prior written consent of OneDigital.

4. Third-Party Rights. OneDigital shall be a third-party beneficiary of this Amendment, including with respect to, and for the purposes of, the enforcement of the Protective Provisions.

Dated this ²⁸~~1st~~ day of ^{Feb.}~~March~~ 2023.



Chris Jensen, Member



Scott P'Pool, Member