

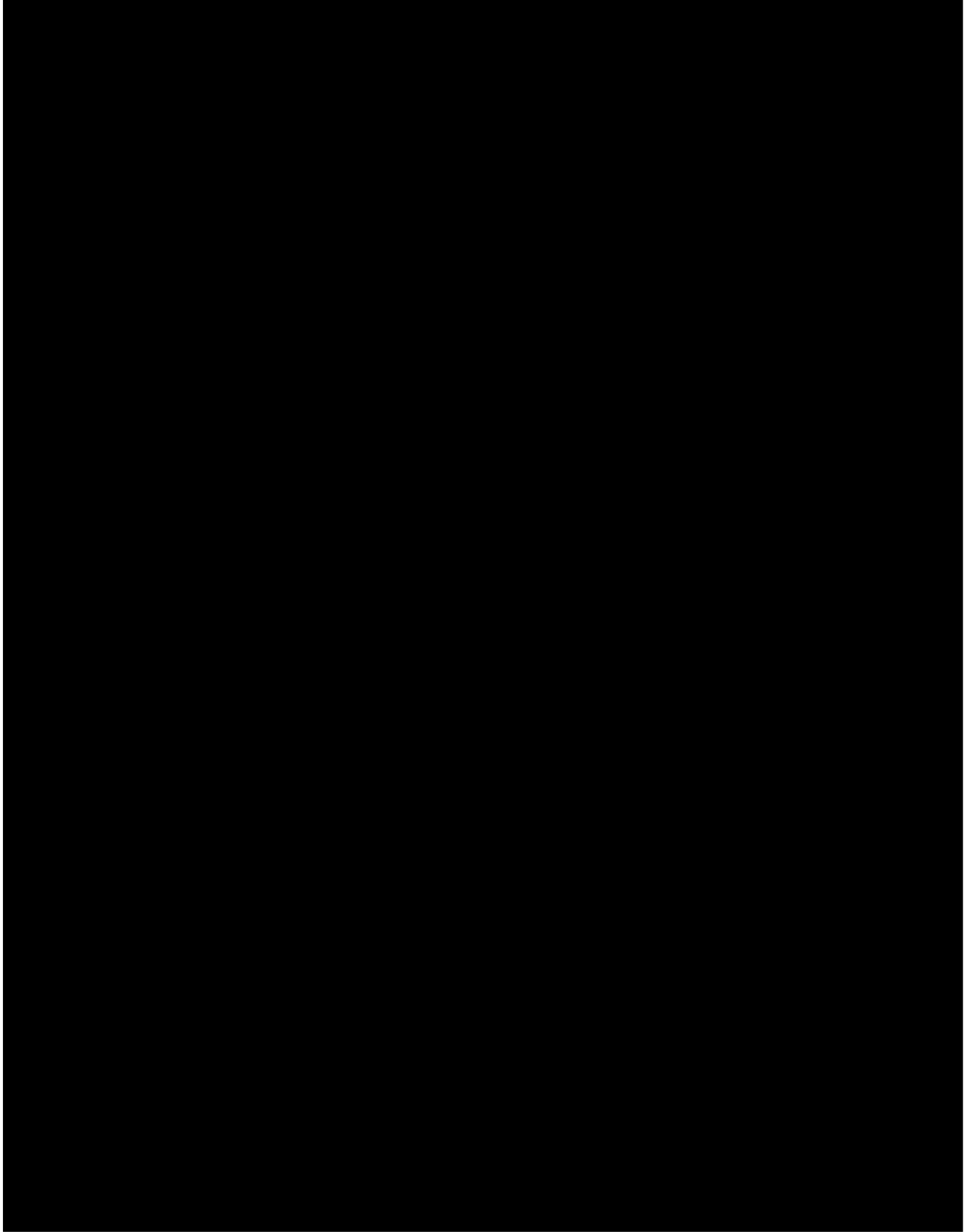
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EXHIBIT C

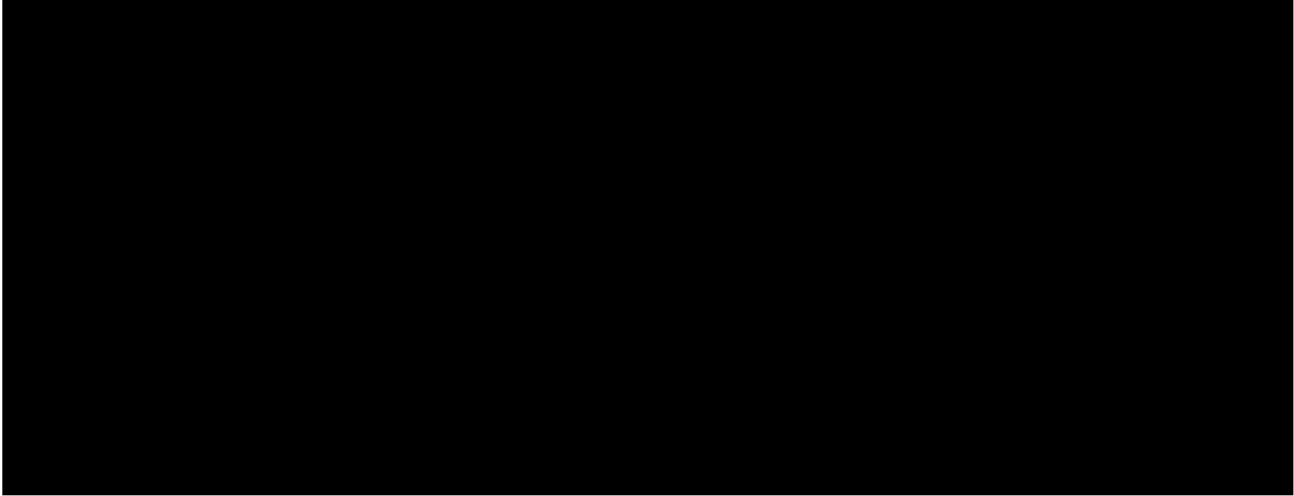
**AMENDED AND RESTATED BYLAWS
OF
RES-CARE CALIFORNIA, INC.
AUGUST 7, 2015**

ARTICLE I - OFFICES

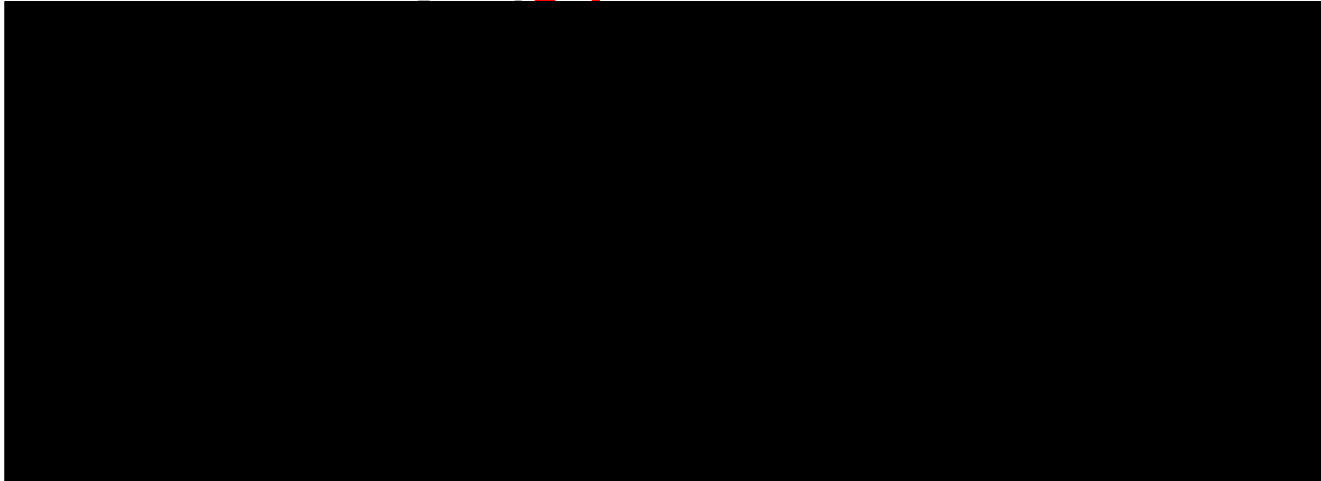
1.1 Principal Office. The principal office of the Corporation shall be located in Louisville, Kentucky. The Corporation may have such other offices, either within or outside the Commonwealth of Kentucky, as the business of the Corporation may require from time to time.



2.5 Meetings by Consent of All Shareholders. If all the shareholders shall meet at any time and place and consent in writing to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.



2.7 Adjournments. Any meeting of shareholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereat is announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.



[REDACTED]

2.11 Attendance at Meeting as Waiver. [REDACTED] at a m [REDACTED]
[REDACTED]
[REDACTED] g or transac [REDACTED]
[REDACTED] ar [REDACTED] tter [REDACTED]
[REDACTED] ing not [REDACTED], unless [REDACTED]
[REDACTED]

[REDACTED]

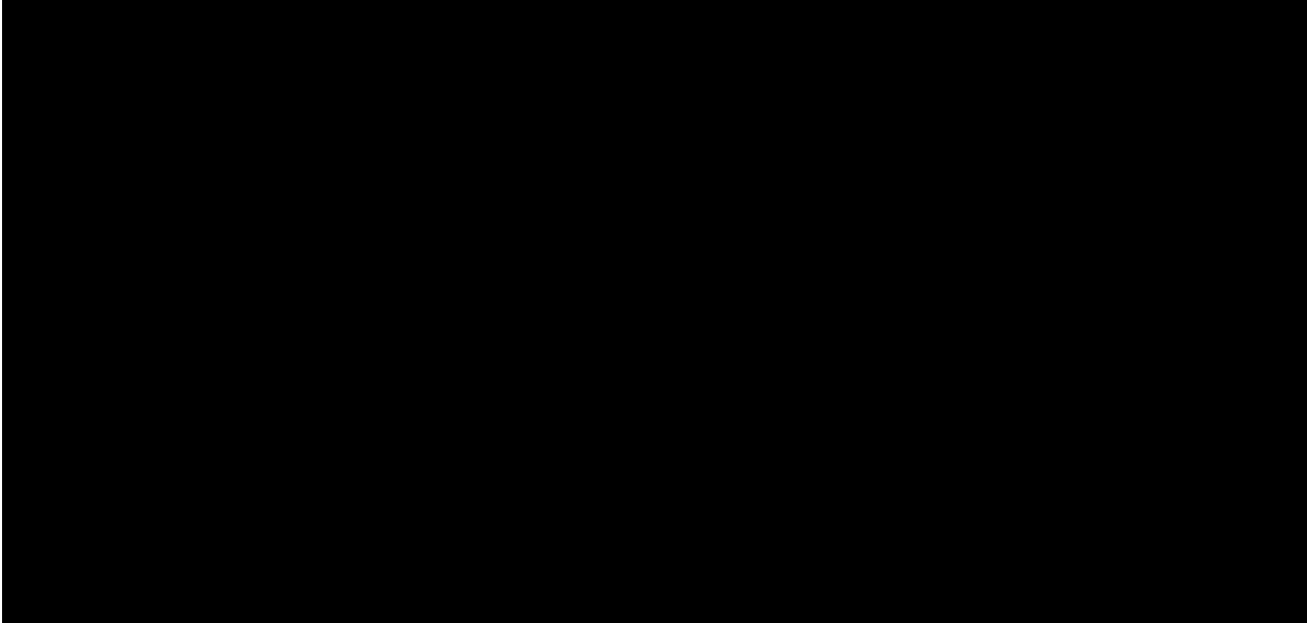
ARTICLE III - DIRECTORS

3.1 General Powers. The business affairs of the Corporation shall be managed by its Board of Directors

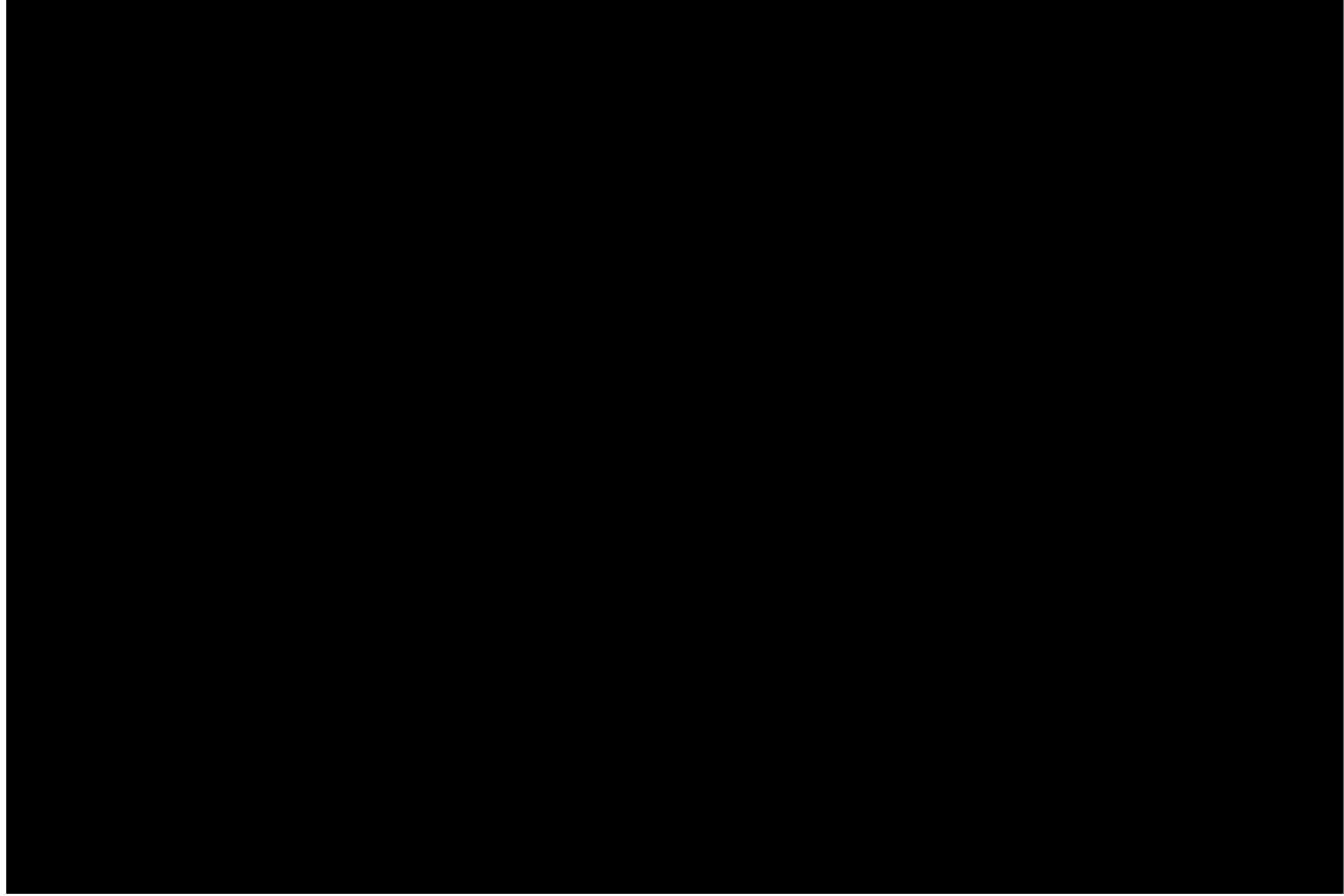
[REDACTED]

3.3 Removal and Resignations.

[REDACTED]



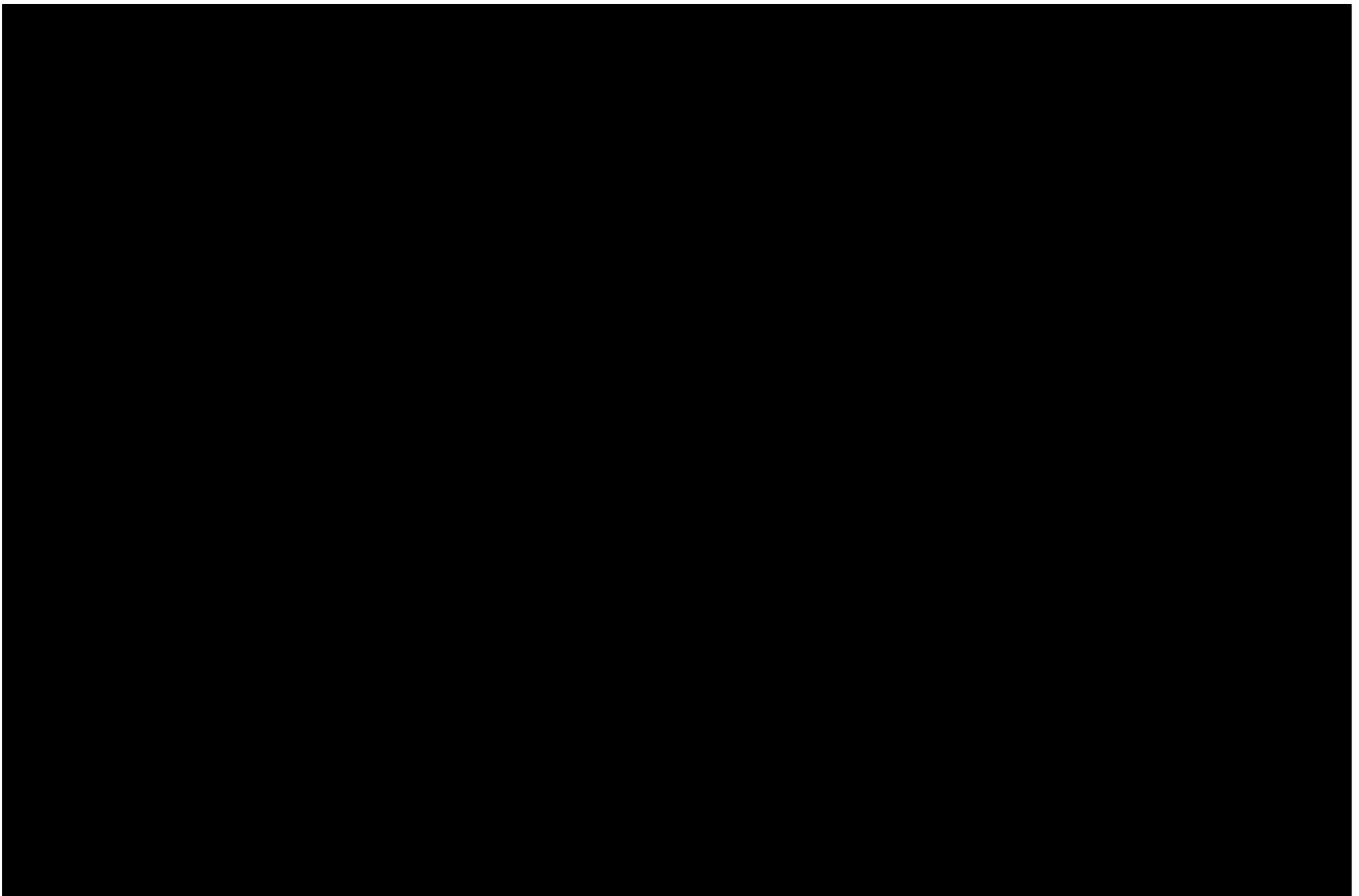
3.7 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Articles of Incorporation.



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3.11 Action by Written Consent. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if the consent in writing, setting forth the action so taken, shall be signed by all of the directors.



ARTICLE V - OFFICERS

5.1 Classes. [Redacted]
[Redacted]
[Redacted]
[Redacted]

5.2 Election and Term of Office.

[REDACTED]

[REDACTED]

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors or the Shareholder for the unexpired portion of the term.

5.5 President.

[REDACTED]

5.6 Vice-Presidents.

[REDACTED]

5.7 Secretary.

[REDACTED]

5.8 Treasurer.

[REDACTED]

5.9 Other Officers; Assistant Officers. If the Board of Directors elects or appoints (i) other officers or (ii) assistants to any other officers, such officers and assistant officers shall exercise such powers and perform such duties as pertain to their respective offices, or as may be conferred upon, or assigned to, them by the President and, in the case of assistant officers, the respective officer to whom they are assistants.

ARTICLE VI – CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.1 Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

6.2 Loans and Evidences of Indebtedness. No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by the Board of Directors. Such authorization may be general or confined to specific instances. Loans so authorized by the Board of Directors may be effected at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual. All bonds, debentures, notes and other obligations or evidences of indebtedness of the Corporation issued for such loans shall be made, executed and delivered as the Board of Directors shall authorize. When so authorized by the Board of Directors, any part of or all of the properties, including contract rights, assets, business or goodwill of the Corporation, whether then owned or thereafter acquired, may be mortgaged, pledged, hypothecated or conveyed or assigned in trust as security for the payment of such bonds, debentures, notes and other obligations or evidences of indebtedness of the Corporation, and of the interest thereon, by instruments executed and delivered in the name of the Corporation.

6.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such person or persons and in such manner as may from time to time be designated by the Board of Directors. Such designations may be general or confined to specific instances.

ARTICLE VII – CERTIFICATES FOR SHARES AND THEIR TRANSFER

7.1 Certificates for Shares. If requested, every shareholder shall be entitled to have a certificate certifying the number and type of shares of the Corporation owned by him, signed by, or in the name of the Corporation by, either manually or by facsimile, the President or a Vice-President and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation. Such certificates shall be in such form as may be determined by the Board of Directors and by the laws of the State of Delaware.

7.2 Transfer of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof, or by his legal representative who shall furnish proper evidence of authority to transfer, or by his attorney-in-fact thereunto authorized by power of attorney duly executed and filed with the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

7.3 Lost, Stolen or Destroyed Certificates. A new certificate or certificates may be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of shares to be lost, stolen or destroyed. When issuing a new certificate or certificates, the Corporation, acting through its officers or agents, including any transfer agent or registrar, may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

ARTICLE X - MISCELLANEOUS

10.1 Amendments. The Board of Directors shall have the power and authority to alter, amend or repeal these Bylaws, and to make new Bylaws, by the vote of a majority of the entire Board of Directors, subject always to the power of the shareholders to change or repeal such Bylaws.

10.2 Fiscal Year. The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation.

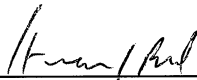
10.3 Seal. The Board of Directors may adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, and other appropriate wording.

10.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation, or the Delaware Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

10.5 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

10.6 Construction. Unless the context specifically requires otherwise, any reference in these Bylaws to any gender shall include all other genders; any reference to the singular shall include the plural; and any reference to the plural shall include the singular.

The above Amended and Restated Bylaws of the Corporation were adopted by the Board of Directors on, and effective as of, August 7, 2015.



Steven S. Reed
Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RES-CARE CALIFORNIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF SEPTEMBER, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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CERTIFICATE OF INCORPORATION

OF

RES-CARE CALIFORNIA, INC.

The undersigned, acting as incorporator of a corporation organized under and pursuant to the provisions of the General Corporation Law of the State of Delaware, states as follows:

ARTICLE I

Name

The name of the Corporation is **RES-CARE CALIFORNIA, INC.** (hereinafter called the "**Corporation**").

ARTICLE II

Registered Office; Registered Agent

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

Purposes and Powers

The purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

Capital Stock



ARTICLE V

Sole Incorporator

David S. Waskey, whose address is 1300 Embassy Square, Louisville, Kentucky 40299, is the sole incorporator of the Corporation.

ARTICLE VI

Directors

A. **Number of Directors.** The affairs of the Corporation shall be managed and conducted by a Board of Directors, and unless otherwise provided in the By-laws, the election of directors need not be by written ballot. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-laws of the Corporation. A majority of the number of directors shall constitute a quorum for the transaction of business, except that any vacancy on the Board of Directors, whether created by an increase in the number of directors or otherwise, may be filled by a majority of directors then in office, although less than a quorum, or by a sole remaining director.

B. **Power and Authority of the Board of Directors.** The Board of Directors shall have such powers as are conferred on the Board of Directors by the laws of the State of Delaware. In furtherance of such powers, the Board of Directors is expressly authorized to adopt, amend or repeal the By-laws of the Corporation, without the consent or vote of the stockholders.

ARTICLE VII

Initial Directors

The name and mailing address of each person who is to serve as a member of the Board of Directors of the Corporation is as follows, each such person to serve until the first annual meeting of the stockholders and until his successor in office is elected and qualified:

Ronald G. Geary
1300 Embassy Square
Louisville, KY 40299

James R. Fornear
1300 Embassy Square
Louisville, KY 40299

E. Halsey Sandford
1300 Embassy Square
Louisville, KY 40299

ARTICLE VIII

Elimination of Certain Liability of Directors

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a breach of a director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which a director derived an improper personal benefit.

ARTICLE IX

Indemnification of Directors and Officers

A. **Right to Indemnification.** To the fullest extent authorized by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), the Corporation shall indemnify each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding") because he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses, liabilities and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by him in connection with such Proceeding.

B. **Advancement of Expenses.** Expenses incurred by such a person in his capacity as a director or officer of the Corporation (and not in any other capacity in which service was or is rendered by such person while a director or officer) in defending a Proceeding may be paid by the Corporation in advance of the final disposition of such Proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of that person to repay such amounts unless it is ultimately determined that that person is entitled to be indemnified by the Corporation as authorized by the General Corporation Law of the State of Delaware. Expenses incurred by a person in any capacity other than as an officer or director of the Corporation may be paid in advance of the final disposition of a Proceeding on such terms and conditions, if any, as the Board of Directors deems appropriate.

C. **Contract Right: Nonexclusivity of Rights.**

1. **Contract Right.** The indemnification provided for by this Article IX shall be a contract right and shall continue as to persons who cease to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment to this Certificate of Incorporation or repeal of any Article of this Certificate of Incorporation shall increase the liability of any director or officer of the Corporation for acts or omissions of such persons occurring prior to such amendment or repeal.

2. **Nonexclusivity of Rights.** The right to indemnification conferred by the Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or

disinterested directors or otherwise, both as to actions taken in an official capacity and in any other capacity.

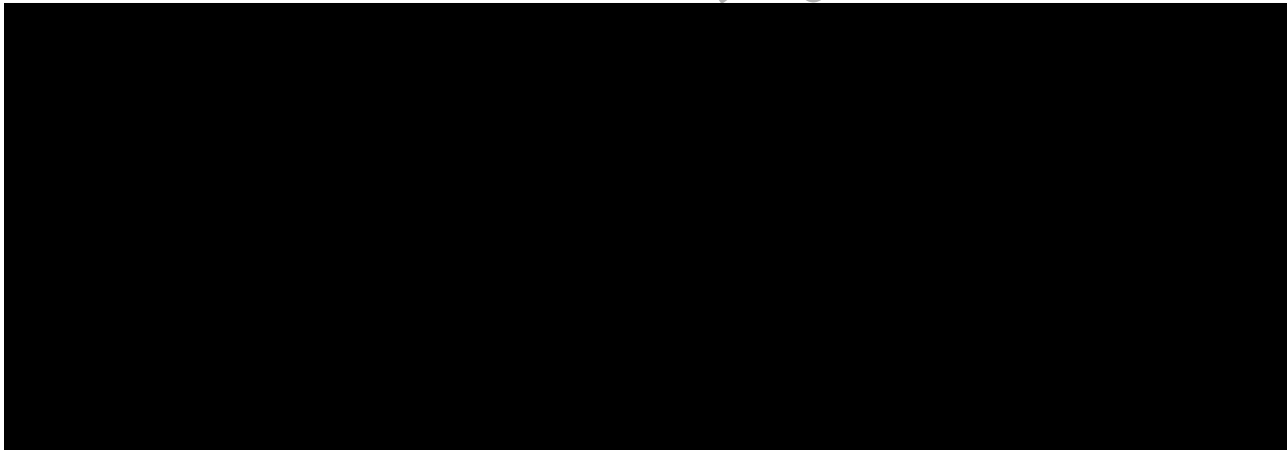
D. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in such capacity or arising out of his status as such, whether or not the Corporation would have the power or be obligated to indemnify him against such liability under the provisions of this Article IX or the General Corporation Law of the State of Delaware.

E. **Right of Claimant to Bring Suit.** If a claim under paragraph A of this Article IX is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation), that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors,

independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

ARTICLE X

Consent Actions of Stockholders



ARTICLE XI

Amendment of Certificate of Incorporation

A. **Reservation of Rights**. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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B. **Amendment Procedure**. Any amendment may be adopted by the affirmative vote of the holders of record of shares of stock entitling them to exercise at least a majority of the total voting power of all shareholders authorized under these Articles to vote, except as may be otherwise prescribed by the General Corporation Law of the State of Delaware.

* * * * *

I, **THE UNDERSIGNED**, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying under penalties of perjury that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 8th day of September, 1994.



David S. Waskey, Incorporator