

ARTICLES OF ORGANIZATION
OF
The Popcorn Station 2, LLC

I, the undersigned, who intend to form and create a Limited Liability Company, as defined in Section 14A and 275 of the Revised Statutes of the Commonwealth of Kentucky, do hereby state and certify the following:

- 1. Name of Limited Liability Company.** The name of the Limited Liability Company shall be The Popcorn Station 2, LLC.
- 2. Location of Company Office.** The principal place of business for the company is located at 8105 (Suites 1&2) Lagrange Road, City of Louisville, State of Kentucky, 40222, located within the bounds of Jefferson County. Its registered agent is Donna Franklin. The address of the registered agent is 8105 Lagrange Road, Suites 1 & 2, Louisville, KY 40222.
- 3. Purpose of Company.** The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Sections 14A and 275 of the Kentucky Revised Statutes.
- 4. Duration of Company.** The company shall have a duration of 200 years.
- 5. Units of Ownership.** The maximum number of units of equity ownership which the company is authorized to have outstanding is 100 units.
- 6. Indemnification.**
 - (A) The company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that person is or was a member, managing member or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by that person in connection with such action, suit or proceeding, if that person acted in good faith and in a manner which was reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, that person had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo

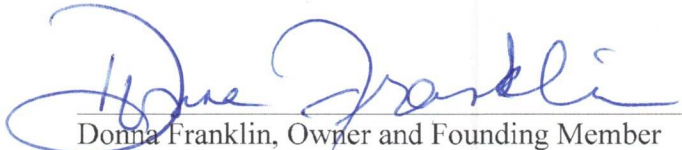
contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in, or at least not opposed to, the best interests of the company.

- (B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.
- (C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that person is entitled to be indemnified by the corporation.

7. **Governing Authority.** The limited liability company will be managed by its members. The name and address of each initial manager are set forth below:

- Donna Franklin, 8105 Lagrange Road, Suites 1 and 2, Louisville, KY 40222.

SUBSCRIBED on this the 7th day of August, 2024.


Donna Franklin, Owner and Founding Member