

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

Michael G. Adams
Secretary of State
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Articles of Incorporation
Profit Corporation

PAI

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1404404.09
Michael G. Adams
Secretary of State
Received and Filed
10/27/2024 12:00:00 AM
Fee receipt: \$40

Pursuant to KRS 14A and KRS 271B, the undersigned hereby forms a business corporation and for that purpose sets forth the following:

Article I: The name of the profit corporation is

SIMMONS DIVERSIFIED HOLDINGS Co.

Article II: The number of shares the corporation is authorized to issue is **100**

Article III: The name of the initial registered agent is

Donovan Lynn Simmons

and the street address of the entity's initial registered office in Kentucky is

524 Green Valley Dr, Lexington, KY 40511

Article IV: The mailing address of the entity's principal office is

524 Green Valley Dr, Lexington, KY 40511

Article V: The name and mailing address of the incorporator is as follows:

Incorporator	Donovan Simmons	524 Green Valley Dr, Lexington, KY 40511
Incorporator	Destiny Simmons	524 Green Valley Dr, Lexington, KY 40511

Additional articles not inconsistent with law may be stated in the space below.

1) Restrictions on Share Transfers:

- **Purpose: To control the ownership of shares and prevent unwanted transfers**
- **Any shares of the corporation may not be transferred without first being offered to the corporation and the other shareholders at the same price and terms offered to the third party.**

2) Alternative Dispute Resolution:

- **Purpose: To require disputes between the company and shareholders or directors to be resolved through methods like mediation or arbitration instead of litigation.**
- **Any controversy or claim arising out of or relating to this Agreement, or the breach thereof, shall be settled by arbitration in accordance with the rules of the American Arbitration Association**

3) Limitations on Director(s) Liability:

- **Purpose: To protect directors from personal liability for certain actions taken in good faith on**

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behalf of the company.

- A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director

(i) for any breach of the director's duty of loyalty to the corporation or its shareholders

acts or omissions not in good faith or which involve intentional misconduct

violation of law, (iii) for any transaction from which the director derived an improper personal benefit.

This filing will be effective on **Sunday, October 27, 2024.**

I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Signature of individual signing on behalf of **Incorporator:**

Donovan Simmons

I, **Donovan Lynn Simmons**, consent to serve as the Registered Agent on behalf of this entity on Sunday, October 27, 2024.

