



ARTICLES OF INCORPORATION
OF
ARC INSURANCE, INC.,
a Kentucky Corporation

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Michael G. Adams Kentucky Secretary of State Received and Filed: 5/12/2023 9:04 AM Fee Receipt: \$240.00	

The undersigned, acting as incorporator, does, by these Articles of Incorporation, hereby form a Corporation under the laws of the Commonwealth of Kentucky.

ARTICLE I

This Corporation shall be named and known as **ARC INSURANCE, INC.** (the “Corporation”).

ARTICLE II

The Corporation shall commence as soon as it has complied with the general laws of the Commonwealth of Kentucky and the duration of the Corporation shall continue perpetually or until dissolved by act of the Shareholders, according to law.

ARTICLE III

The purpose of the Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Kentucky Business Corporation Act, and it shall have all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the Corporation.

ARTICLE IV

The principal office of the Corporation shall be located at **1671 Park Road #15, Ft. Wright, KY 41011.**

ARTICLE V

The registered office of the Corporation shall be located at **1671 Park Road #15, Ft. Wright, KY 41011**, and its Registered Agent at that address shall be **Thomas Andrew Kaelin.**

ARTICLE VI

The capital stock of the Corporation shall be **Twenty Thousand (20,000)** shares of common stock with no par value. All shares of common stock have full and unlimited voting power, shall be entitled to one (1) vote per share, and shall be without distinction as to powers, preferences, and rights. The corporate liability of the Shareholders shall be limited to their stock holdings.

ARTICLE VII

The name of the Incorporator is **Corey T. Gamm** and his address is **40 W. Pike Street, Covington, Kentucky 41011**.

ARTICLE VIII

The Board of Directors of the Corporation shall consist of Three (3) persons, or such other number as may be otherwise determined from time to time by the majority of the entire Board of Directors, and none of whom need to be Shareholders. The Board of Directors shall have the full power and authority to adopt all necessary regulations and By-Laws for the Corporation.

ARTICLE IX

9.1 No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of his or her duties as a director, except for liability: (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (ii) for acts or omissions not in good faith of which involve intentional misconduct or are known to the director to be a violation of law; (iii) for any vote for or assent to any unlawful distribution to shareholders as prohibited

under Section 271B.8-330 of the Kentucky Revised Statutes; or (iv) for any transaction from which the director derived an improper personal benefit.

9.2 In the event the Kentucky Business Corporation Act is amended following approval by the shareholders of this ARTICLE IX to authorize action of the Corporation further eliminating or limiting the personal liability of directors, then the liability of a directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Business Corporation Act, as so amended, and without the necessity for further shareholder action in respect thereof.

9.3 Any repeal or modification of this ARTICLE IX by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

DATED this 4 day of May, 2023.



**COREY T. GAMM
INCORPORATOR**

I, THOMAS ANDREW KAELIN, consent to serve as the registered agent on behalf of the Corporation.



**THOMAS ANDREW KAELIN
REGISTERED AGENT**