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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF

STROTHMAN AND COMPANY HOLDINGS, INC.

The undersigned incorporator hereby forms a corporation (the “Corporation”) in accordance with the laws of the Commonwealth of Kentucky, and adopts the following Articles of Incorporation:

ARTICLE I
Name of the Corporation

The name of the Corporation is:
Strothman and Company Holdings, Inc.

ARTICLE II
Stock

The total number of shares which the Corporation is authorized to issue is Two Hundred Thousand (200,000) shares of common capital stock, having no par value per share. Said common shares shall have one vote per share and shall have all voting power of the Corporation and shall be without distinction as to powers, preferences and rights.

ARTICLE III
Initial Registered Agent

The name of the initial registered agent and street address of the initial registered office of the Corporation are:

William G. Meyer III
1600 Waterfront Plaza
325 W Main St.
Louisville, Kentucky 40202

ARTICLE IV
Principal Office

The mailing address of the principal office of the Corporation is:

1600 Waterfront Plaza
325 W Main St.
Louisville, Kentucky 40202

ARTICLE V
Powers

The Corporation has all the powers conferred upon a corporation organized under the provisions of the Act and has all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the Corporation. Without limitation, to the foregoing, the Corporation may exercise all of the powers afforded it under the Act, including but not limited to making and amending By-laws (not inconsistent with its Articles of Incorporation, the Act or the laws of the Commonwealth of Kentucky), for managing its business and regulating its business affairs.

ARTICLE VI
Limited Liability of Directors

The Corporation may enter into contracts or transact business within one or more of its Directors, or with any firm of which one or more of its Directors are members, and with any Corporation or Association in which any of its Directors is a stockholder, Director, or Officer and such contract or transaction shall not be invalidated or affected by the fact that such Director or Directors have or may have interest herein which are or might be adverse to the interests of the Corporation up on such contract or transaction, or even though the presence of said Director or Directors shall have been necessary to constitute a quorum; and no Director or Directors having such adverse interest shall be liable to the Corporation or to any stockholder or creditor interest or to any other person for any loss incurred by it under, or by reason of, any such contract or transaction; nor shall any such Director or Directors be accountable for any gain or profit realized thereon; provided, however, that any such contract or transaction shall, at the time which it was entered into, have been a reasonable one to be entered into, and shall have been upon terms that at the time were fair. Any contract, transaction or act of the Corporation, or the Directors which shall be ratified by a majority of a quorum of the stockholders then entitled to vote at any annual meeting or any special meeting called for such purpose, shall, insofar as permitted by law, or by these Articles, be as valid and binding as though ratified by every stockholder of the Corporation.

ARTICLE VII
Dissolution

The assets of the Corporation shall, in the event of dissolution of the Corporation, be applied and distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made to pay the same;
- (b) Assets held by the Corporation on condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

ARTICLE VIII
Limited Liability of Shareholders

The private property of the shareholders shall not be subject to the payment of the debts of the Corporation in any way or to any extent.

ARTICLE IX
Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that 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 or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that if the proceeding was by or in the right of the Corporation, indemnification may be made only against such reasonable expenses. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudicating of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such Court shall deem proper. Such indemnification shall be made to the full extent permitted by Kentucky law.

ARTICLE X
Incorporator

The name and street address of the incorporator are William G. Meyer III, 1600 Waterfront Plaza, 325 W Main St., Louisville, Kentucky 40202.

ARTICLE XI
Effective Time and Date

These Articles of Incorporation are effective when they are filed with the Kentucky Secretary of State.


IN WITNESS WHEREOF, the undersigned incorporator hereby executes these Articles of Incorporation and acknowledges this to be the incorporator's act and deed as of December 26, 2024.



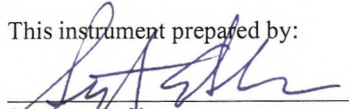
William G. Meyer III, Incorporator

Consent of Initial Agent for Service of Process to Serve

I, William G. Meyer III, having a principal place of business at 1600 Waterfront Plaza, 325 W Main St., Louisville, Kentucky 40202, hereby agree and consent to serve as registered office and agent for service of process of Strothman and Company Holdings, Inc.

By: 
William G. Meyer III

This instrument prepared by:


Stephen A. Sherman
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