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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION
OF
ROADHOUSE INSURANCE SOLUTIONS CO.**

The undersigned, acting as the incorporators, execute these Articles of Incorporation (these “Articles”) for the purpose of forming and do hereby form a stock captive insurer (the “Corporation”) under the provisions of the Kentucky Business Corporations Act, Kentucky Revised Statutes Chapter 271B.010 *et seq.* (“KRS Chapter 271B”) and as otherwise provided herein as follows:

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: Roadhouse Insurance Solutions Co.

ARTICLE II

DURATION

The period of time for which the Corporation is to exist is perpetual.

ARTICLE III

PURPOSES

The purposes for which the Corporation is formed are: (i) to engage in any and all lawful activities, businesses and enterprises for which insurance entities may be organized under and subject to the provisions of KRS 304.49-010 *et seq.*; and (ii) to create, own, operate and manage subsidiaries as determined by the Board of Directors of the Corporation and as permitted by the Kentucky statutes. The Corporation shall have the power and authority to exercise any and all rights, powers and privileges now or hereafter granted to domestic insurance companies organized for the purpose of transacting insurance business by the laws of the Commonwealth of Kentucky, and shall have the power and authority to engage in any act or activity lawful under the laws of the Commonwealth of Kentucky as now or hereafter organized for the purpose of transacting insurance business.

ARTICLE IV

PRINCIPAL OFFICE

The mailing address for the principal office of the Corporation shall be located at:

6040 Dutchmans Lane
Louisville, Kentucky 40205

ARTICLE V

REGISTERED AGENT

The name and address of the initial registered agent for the Corporation shall be:

United Agent Group Inc.
101 North Seventh Street
Louisville, KY 40202

ARTICLE VI

INCORPORATORS

The name and residence of the incorporators, who are also more than eighteen (18) years of age are:

Sean Renfroe
6040 Dutchmans Lane
Louisville, Kentucky 40205

Joe Doren
6040 Dutchmans Lane
Louisville, Kentucky 40205

LaShelle LeMaster
6040 Dutchmans Lane
Louisville, Kentucky 40205

ARTICLE VII

INITIAL DIRECTORS

The business and affairs of the Corporation shall be conducted by a Board of Directors, the number and qualifications of the members of which shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. The number of directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of stockholder(s) or until their successors are elected and shall qualify are:

Name

Address

Britt Roarx

6040 Dutchmans Lane
Louisville, Kentucky 40205

Puja Gatton	6040 Dutchmans Lane Louisville, Kentucky 40205
Brian Ketterer	6040 Dutchmans Lane Louisville, Kentucky 40205
Nate Staab	6040 Dutchmans Lane Louisville, Kentucky 40205
Carrie Goose	6040 Dutchmans Lane Louisville, Kentucky 40205

The Board of Directors shall have the power to increase or decrease the number of directors of the Board of Directors last approved by the shareholders pursuant to and in accordance with the limitations provided by Kentucky law. The Board of Directors shall hold at least one (1) meeting each year in Kentucky.

ARTICLE VIII

CAPITAL STOCK

The total number of authorized shares of common capital stock of the Corporation shall be one hundred (100), and each said share shall have no par value. Each shareholder shall be entitled to one (1) vote for each share of common stock. The Board of Directors may create other classes of stock as they deem advisable and may determine, in whole or in part, the preferences, limitations, and relative rights of any class of stock or any series within a class of stock.

ARTICLE IX

PREEMPTIVE RIGHTS

The subscribers and holders of the Corporation's capital stock shall not have any preemptive rights.

ARTICLE X

CUMULATIVE VOTING

The Corporation's shareholders shall be entitled to cumulate their votes in whatever manner may be authorized by applicable law, unless and until such cumulative voting be denied or limited, in whole or in part, by the Bylaws of the Corporation or by amendment of these Articles.

ARTICLE XI

BYLAWS

The authority to adopt or amend the Bylaws or to adopt new Bylaws for the Corporation is hereby conferred on the Board of Directors, and no vote of shareholders shall be required.

ARTICLE XII

LIMITATION OF LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for a breach of his or her duties as a director except for liability resulting from:

- (a) any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation or its shareholders;
- (b) any acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;
- (c) any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS § 271B.8-330; or
- (d) any transaction from which the director derives an improper personal benefit.

If KRS Chapter 271B is amended or supplemented or any other statutory provision is adopted to eliminate or to further limit the personal liability of directors or to permit elimination or further limitation of such liability, then upon the enactment of such legislation the liability of a director of the Corporation shall be eliminated or further limited to the fullest extent permitted by KRS Chapter 271B as so amended or the statutory provision so adopted. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XIII

INDEMNIFICATION


(a) Each person who was or is made or threatened to be made a party to, or is otherwise involved in, any pending, threatened or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "*proceeding*"), by reason of the fact that he or she or a person for whom he or she is the legal representative 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, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an “*indemnitee*”) shall be indemnified and held harmless by the Corporation to the fullest extent authorized by KRS Chapter 271B and KRS Chapter 304, 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 provided broader indemnification rights than permitted prior thereto).

(b) Nothing herein contained precludes indemnification at the discretion of the Board of Directors of (i) any person who, by virtue of the capacity in which such person is acting, may not be entitled to mandatory indemnification pursuant to paragraph (a) of this Article; or (ii) any person who is entitled to indemnification under, and in such event to the extent permitted by, any agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person’s official capacity and as to the action in another capacity while holding such office permitted by KRS § 271B.8-580.

The rights to indemnification and to advancement of expenses conferred in paragraph (a) of this Article shall be contract rights. If a claim under paragraph (a) of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be thirty (30) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles on the date indicated below.


Sean Renfro (Incorporator)


Joe Doren (Incorporator)


LaShelle LeMaster (Incorporator)

STATEMENT OF CONSENT
OF
REGISTERED AGENT

The undersigned, named as the initial registered agent in the Articles of Incorporation of Roadhouse Insurance Solutions Co. (the "Corporation"), consents to act as registered agent for the Corporation until such appointment is terminated in accordance with the Kentucky Business Corporation Act.

UNITED AGENT GROUP INC.

By  _____

Title: Jenisa Turner, Special Secretary

Date: 7/22/2024