

**1216221.09** dwilliams  
ADD  
**Michael G. Adams**  
**Kentucky Secretary of State**  
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**ARTICLES OF INCORPORATION  
OF  
S & H EXPRESS LOUKY, INC.**

The undersigned, serving as the incorporator, hereby forms a Kentucky corporation pursuant to the Kentucky Business Corporation Act, KRS Chapter 271B (the "Act"), as follows:

**ARTICLE I  
NAME**

The name of the corporation is S & H Express LOUKY, Inc. (the "Company").

**ARTICLE II  
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the Company's initial registered office shall be 2303 River Road, Suite 301, Louisville, Kentucky 40206. The name of the Company's initial registered agent at that office shall be VCT Services Louisville LLC.

**ARTICLE III  
INITIAL PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Company shall be 1309 Isleworth Drive, Louisville, Kentucky 40245.

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares that may be issued by the Company is 1,000, having no par value. The capital stock of the Company shall be of a single class and designated as common stock.

**ARTICLE V  
POWERS**

The Company's purpose shall be to have unlimited power to engage in any lawful act concerning any lawful business for which corporations may be incorporated under the act.

**ARTICLE VI  
DIRECTORS**

The number of directors constituting the Company's board of directors shall be fixed in the Company's bylaws.

**ARTICLE VII**  
**LIMITATION ON LIABILITY**

A director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of that director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of applicable law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) violation of the Act. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Company for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If Kentucky law is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the Company or its stockholders, then the liability of a director of the Company shall be eliminated or limited to the full extent permitted.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Company, to the fullest extent permitted by Kentucky law and in accordance with its bylaws, shall indemnify each director or officer of the Company from and against any and all reasonable costs and expenses (including, but not limited to, attorneys' fees) and any liabilities (including, but not limited to, judgments, fines, penalties and reasonable settlements) paid by or on behalf of, or imposed against, such person in connection with any threatened, pending or completed claim, action, suit or proceeding, whether made or brought by or in the right of the Company or otherwise, in which such person is, was, or at any time becomes a party or witness, or otherwise, by reason of the fact that such person is, was or at any time becomes a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

The indemnification authorized by this Article VIII shall not be exclusive of any other right of indemnification which any such person may have or hereafter acquire under any provision of these articles or the bylaws of the Company, agreement, vote of shareholders or disinterested directors, or otherwise. The Company may take such steps as may be deemed appropriate by its board of directors to provide and secure indemnification to any such person including, without limitation, the execution of agreements for indemnification between the Company and individual directors or officers that may provide rights to indemnification which are broader or otherwise different than the rights authorized by this Article VIII.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator is: VCT Services Louisville LLC, 2303 River Road, Suite 301, Louisville, Kentucky 40245.

*[Signature page immediately follows.]*

The undersigned, as Incorporator, has executed these Articles of Incorporation of S & H Express LOUKY, Inc., as of the 23<sup>rd</sup> day of June, 2022.

VCT SERVICES LOUISVILLE LLC,  
a Kentucky limited liability company


By:   
Scott R. Townsend, Manager

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS 14A.4-020, the undersigned as the initial registered agent and agent for service of process identified in Article 2 of the Articles of Incorporation of S & H Express LOUKY, Inc. (the "Company"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or it resigns in accordance with the applicable provisions of the Kentucky Business Corporation Act.

Date: June 23, 2022

VCT SERVICES LOUISVILLE, LLC,  
a Kentucky limited liability company

By:   
Scott R. Townsend, Manager

This foregoing instrument  
prepared by:



Scott R. Townsend  
VICE COX & TOWNSEND PLLC  
2303 River Road, Suite 301  
Louisville, KY 40206