

ARTICLES OF INCORPORATION
OF

KENTUCKY-ARGONNE RESEARCH AND DEVELOPMENT CENTER, INC.

The undersigned incorporator hereby incorporates a nonprofit corporation (the “Corporation”) in accordance with the laws of the Commonwealth of Kentucky and specifically the Kentucky Nonprofit Corporation Acts, KRS §§ 273.161 through 273.390 (the “Act”), and adopts the following Articles of Incorporation:

ARTICLE I
Name of the Corporation

The name of the Corporation is:

KENTUCKY-ARGONNE RESEARCH AND DEVELOPMENT CENTER, INC.

ARTICLE II
Purposes of the Corporation

The purpose of the Corporation is to support research and development of new and innovative energy technologies, including but not limited to those for distributed energy and energy storage, as well as innovative transportation technologies.

ARTICLE III
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:

- (1) To have perpetual succession by its Corporate name;
- (2) To sue and be sued, complain, and defend, in its Corporate name;

(3) To have a corporate seal and alter it at pleasure, provided, however, that the presence or absence of a corporate seal on or from a writing shall neither add to nor detract from the legality thereof nor affect its validity in any manner or respect;

(4) To purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

(5) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(6) To lend money to its employees, other than its officers and directors, and otherwise assist its employees, officers, and directors;

(7) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(8) To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(9) To lend money for its Corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; /

(10) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Act in any state, territory, district, or possession of the United States, or in any foreign country;

(11) To elect or appoint officers and agents of the Corporation, who may be directors or members, and define their duties and fix their compensation;

(12) To make and alter bylaws, not inconsistent with these Articles of Incorporation, the Act, or otherwise with the laws of the Commonwealth of Kentucky, for the administration and regulation of the affairs of the Corporation;

(13) Unless otherwise provided in these Articles of Incorporation, to make donations for the public welfare or for charitable, scientific, or educational purposes; and in time of war to make donations in aid of war activities;

(14) To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he is made a party by reason of being or having been such

director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that shall be authorized by the articles of incorporation or bylaws, or resolution adopted after notice to the members entitled to vote;

(15) To pay pensions and establish pension plans or pension trusts for any or all of its directors, officers, and employees;

(16) To cease its corporate activities and surrender its corporate franchise; and

(17) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE IV
Initial Board of Directors

The following persons shall constitute the initial board of directors of the Corporation:

<u>Name</u>	<u>Address</u>
Larry M. Hayes	Kentucky Cabinet for Economic Development Old Capitol Annex 300 West Broadway Frankfort, Kentucky 40601
Leonard K. Peters, Ph.D.	Kentucky Energy and Environment Cabinet 500 Mero Street Frankfort, Kentucky 40601
John Y. Walz, Ph.D.	University of Kentucky College of Engineering 2624 Research Drive Lexington, Kentucky 40511
Neville G. Pinto, Ph.D.	University of Louisville J.B. Speed School of Engineering 132 Eastern Parkway Louisville, Kentucky 40292
Jeffrey Chamberlain, Ph.D.	Argonne National Laboratory 9700 S. Cass Avenue, B109 Argonne, Illinois 60439

ARTICLE V
No Members

The Corporation will not have members.

ARTICLE VI
Initial Registered Agent

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

SKO-Louisville Services, LLC
2000 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202

ARTICLE VII
Principal Office

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

2000 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202

ARTICLE VIII
Director Liability

A director shall not be liable to the Corporation for monetary damages for any act or omission constituting a breach of his or her duties as a director unless such act or omission (1) is one in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation; (2) is not in good faith, involves intentional misconduct, or is known to the director to be a violation of law; (3) is a vote for or assent to a distribution made in violation of the Act; or (4) is a transaction from which the director derived an improper personal benefit.

ARTICLE IX
Indemnification

(1) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or

investigative (“proceeding”), by reason of the fact that he or she, or a person of 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, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Kentucky Revised Statutes, 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 provide broader indemnification rights than said Statutes permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith.

(2) Provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

(3) The rights set forth in paragraphs (1) and (2) above shall be contract rights and include the right to be paid expenses incurred in defending any such proceedings in advance of final disposition, provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) shall be made only upon determination:

(a) by majority vote of a quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding; or

(b) if a quorum cannot thereby be obtained, by majority vote of a committee duly designated by the board of directors, consisting solely of two (2) or more directors who are not, at the time, parties to the proceeding; or

(c) by special legal counsel selected by quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding, or if such quorum of the Board of Directors cannot be obtained, then by majority vote of the full board of directors; or

(d) by the vote of shares not owned or voted under the control of directors who are at the time parties to the proceeding that such person:

(i) conducted himself or herself in good faith; and

(ii) reasonably believed.

(A) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the Corporation's best interests; or

(B) in all other cases that his conduct was at least not opposed to the best interests of the Corporation; provided, however, that in the case of any criminal proceeding, the officer or director must show that he or she had no reasonable cause to believe such conduct was unlawful.

(4) Any payment of expenses authorized under paragraphs (1-3) above, shall be made in advance of the final disposition of such proceeding as defined above, upon

(a) such person's provision to the Corporation of a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in paragraph (3) above; and

(b) such person's provision to the Corporation of a written undertaking, executed personally or on his or her behalf, unsecured, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct described in paragraph (3) above; and

(c) the board of directors, sitting as a whole, determines upon the facts then known that such facts would not preclude indemnification of such person pursuant to the Kentucky Revised Statutes.

(5) Notwithstanding the provisions of paragraphs (1-4) above, the Corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which such person was a party because of his or her present or past officer's or director's duties to the Corporation, against reasonable expenses incurred by him/her in connection with the proceeding. Further, in the event that a claim under paragraphs 4 (a-e) hereinabove is not paid in full by the Corporation within forty-five (45) business days after a written claim has been received by the Corporation, the claimant may apply to the court conducting or which did conduct the proceeding, or to any other court of competent jurisdiction, for indemnification pursuant to the terms and conditions of the Kentucky Revised Statutes.

(6) The rights conferred on any person by paragraphs (1-5) shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-laws, agreement, vote of disinterested directors or otherwise.

(7) The Corporation may purchase and maintain insurance on behalf of an individual who is or was an officer or director of the Corporation, or who, while an officer or director of the

Corporation, is or was serving at the request of the Corporation as an officer, director, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his or her status as an officer or director of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the Kentucky Revised Statutes.

ARTICLE X
Incorporator

The name and street address of the incorporator is:

SKO-Louisville Services, LLC
2000 PNC Plaza
500 West Jefferson Street
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 July 20, 2015.

SKO-Louisville Services, LLC, as Incorporator

By: 
Thomas E. Rutledge, Manager

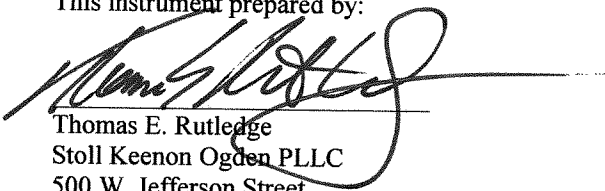
Consent of Initial Agent for Service of Process to Serve

SKO-Louisville Services, LLC, having a principal place of business at 2000 PNC Plaza, 500 West Jefferson Street, Louisville, Kentucky 40202-2828, hereby agrees and consents to serve as registered office and agent for service of process of Kentucky-Argonne Research and Development Center, Inc.

By: 

SKO-Louisville Services, LLC by Thomas
E. Rutledge, Manager

This instrument prepared by:


Thomas E. Rutledge
Stoll Keenon Ogden PLLC
500 W. Jefferson Street
Louisville, Kentucky 40220