

ARTICLES OF INCORPORATION  
OF  
MICROSTAR, INC.

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ADD

Michael G. Adams  
Kentucky Secretary of State  
Received and Filed:  
10/3/2022 10:27 AM  
Fee Receipt: \$50.00

The undersigned, acting as incorporator of a corporation under the Kentucky Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be Microstar, Inc. (the "Corporation").

ARTICLE II

The existence of this Corporation shall commence upon the filing of the Corporation's Articles of Incorporation, and its duration shall be perpetual unless sooner dissolved by action of its shareholders in accordance with the laws of the Commonwealth of Kentucky.

ARTICLE III

The purposes for which the Corporation is formed are to engage in any and all lawful business for which corporations may now or hereafter be incorporated under the Kentucky Business Corporation Act, and to exercise any and all powers that corporations may now or hereafter exercise under the Kentucky Business Corporation Act.

ARTICLE IV

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, all of which are to be without 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.

## ARTICLE V

Section 1. The liability of each and all of the directors of this Corporation shall be and is hereby limited to the greatest extent permitted by law and no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of such director's duties as a director except for the following (which exceptions shall be construed as narrowly as legally permissible): (i) any transaction in which the director's personal financial interest is in conflict with the financial interest is in conflict with the financial interests of the Corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (iii) voting for or assenting to an unlawful distribution to shareholders as prohibited by Section 271B.8-330 of the Kentucky Revised Statutes; or (iv) any transaction from which the director derives an improper personal benefit.

Section 2. If the Kentucky Business Corporation Act is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting or the personal liability of 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.

Section 3. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right 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.

## ARTICLE VI

The address of the initial registered office of the Corporation is 176 Pasadena Drive, Building One, Lexington, Kentucky 40503, and the name of the initial registered agent at such address is John C. Roach.

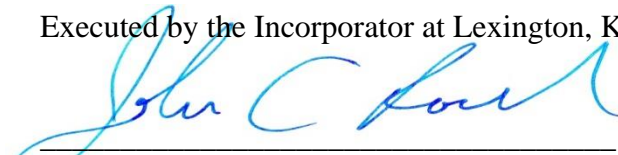
ARTICLE VII

The name and mailing address of the incorporator of the Corporation is John C. Roach, 176 Pasadena Drive, Building One, Lexington, Kentucky 40503.

ARTICLE VIII

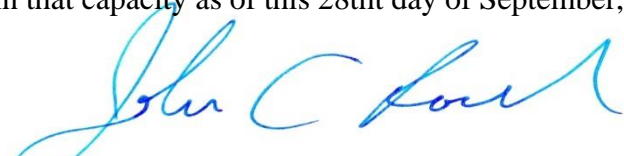
The mailing address of the principal office of the Corporation is 2421 Members Way, Lexington, KY 40504.

Executed by the Incorporator at Lexington, Kentucky, this 28th day of September, 2022.

  
\_\_\_\_\_  
JOHN C. ROACH

CONSENT OF REGISTERED AGENT

The undersigned, having been named in these Articles of Incorporation as the registered agent of the Company, hereby consents to serve in that capacity as of this 28th day of September, 2022.

  
\_\_\_\_\_  
JOHN C. ROACH

THIS INSTRUMENT PREPARED BY:

RANDELL ROACH & ROYSE PLLC

BY:

  
\_\_\_\_\_  
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