

**ARTICLES OF INCORPORATION
OF
KELVIN HOLDINGS, INC.**

August 21, 2023

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Michael G. Adams
Kentucky Secretary of State
Received and Filed:
8/21/2023 11:34 AM
Fee Receipt: \$50.00

1. Corporate Name. The name of the corporation shall be Kelvin Holdings, Inc. (the "Corporation").

2. Purposes. The Corporation's purposes shall be to be a holding company and to conduct and engage in any or all other lawful business which corporations authorized to conduct business may transact under the Kentucky Business Corporation Act.

3. Authorized Capital Stock. The aggregate number of shares the Corporation shall have authority to issue shall be 1,000 shares of capital stock with no par value. Each share of capital stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

4. Registered Office and Agent. The street address of the Corporation's initial registered office shall be 1744 Cherokee Terrace, Louisville, KY 40205. The name of the Corporation's initial registered agent at that office shall be Paul McLaughlin.

5. Principal Office. The mailing address of the Corporation's principal office shall be 1744 Cherokee Terrace, Louisville, KY 40205.

6. Directors. The Board of Directors of the Corporation shall consist of the number of directors fixed in accordance with the Bylaws of the Corporation. The initial director of the Corporation shall be Paul McLaughlin.

7. Indemnification of Executive Officers and Directors. Each person who is or becomes an executive officer or director of the Corporation shall be indemnified and advanced expenses by the Corporation with respect to all threatened, pending or completed actions, suits or proceedings in which that person was, is, or is threatened to be made a named defendant or respondent because he is or was a director or executive officer of the Corporation. This Article obligates the Corporation to indemnify and advance expenses to its executive officers or directors only in connection with proceedings arising from that person's conduct in his official capacity with the Corporation to the extent permitted by the Kentucky Business Corporation Act, as amended from time to time. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which directors and executive officers may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise.

8. Limitation of Director Liability.

(a) Except as otherwise provided by Article 8(b) below, no director of the Corporation shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of his duties as a director.

(b) Nothing in Article 8(a) above shall be deemed or construed to eliminate or

limit the liability of a director for:

- i. Any transaction in which the director's personal financial interests 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 which are known to the director to be a violation of law;
- iii. Any vote for or assent to an unlawful distribution to shareholders prohibited under KRS 271B.8-330 (or under any corresponding provision of the Kentucky Business Corporation Act, as amended from time to time); or
- iv. Any transaction from which the director derives an improper personal benefit.

9. Incorporator. The name and mailing address of the incorporator are as follows:
FBT LLC, 400 West Market Street, Suite 3200, Louisville, KY 40202.

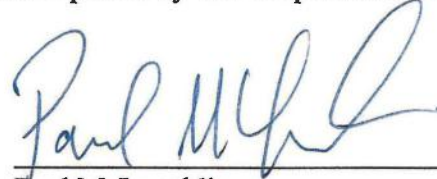
FBT LLC

By: Gayle R. Williams
Gayle R. Williams, Manager

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**CONSENT TO SERVE AS
INITIAL REGISTERED AGENT
OF
KELVIN HOLDINGS, INC.**

The undersigned, Paul McLaughlin, hereby consents to serve as the initial registered agent of Kelvin Holdings, Inc. (the "Corporation"), as contemplated by the Corporation's Articles of Incorporation.

A handwritten signature in blue ink, appearing to read "Paul McLaughlin", is written over a horizontal line.

Paul McLaughlin

Date: August 21, 2023