

**ARTICLES OF INCORPORATION  
OF  
502CIRCLE LOUISVILLE, INC.**

**Article I**

The name of the corporation is 502Circle Louisville, Inc. (the "Corporation").

**Article II**

The Corporation is authorized to issue 1000 shares.

**Article III**

The street address of the registered office is 2950 Breckenridge Lane, Suite 3, Louisville, Kentucky 40220. The registered agent at such address is Richard M. Breen Law Offices, P.S.C. The county of the registered office is Jefferson County.

**Article IV**

The mailing address of the Corporation's principal office is 115 E. Chestnut Street, Jeffersonville, Indiana 47130.

**Article V**

The name and mailing address of the incorporator is Ivan J. Schell, 500 West Jefferson Street, Suite 2400, Louisville, Kentucky 40202.

**Article VI**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of his or her duties as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (1) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law, (3) for any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330, or (4) for any transaction from which the director derived an improper personal benefit.

If the Kentucky Business Corporation Act (the "Act") is amended to authorize corporate action further eliminating or limiting 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 Act, as so amended, and without the necessity for further shareholder action in respect hereof.

Any repeal or modification of this Article VI by the shareholders of the Corporation shall not adversely affect 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.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 18<sup>th</sup> day of July, 2024.

  
Ivan J. Schell, Incorporator

**1379853.09**

m Moore  
PAOI

**Michael G. Adams**

**Kentucky Secretary of State**

Received and Filed:

7/19/2024 10:05 AM

Fee Receipt: \$50.00

**CONSENT TO SERVE AS  
INITIAL REGISTERED AGENT FOR  
502CIRCLE LOUISVILLE, INC.**

The undersigned hereby consents to serve as the initial registered agent for 502Circle Louisville, Inc. (the "Corporation"), as contemplated by the Corporation's Articles of Incorporation.



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Conner Breen on behalf of  
Richard M. Breen Law Offices, P.S.C.