# ARTICLES OF INCORPORATION OF STEVENSON HOLDCO, INC.

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Michael G. Adams Kentucky Secretary of State Received and Filed: 6/18/2024 9:59 AM Fee Receipt: \$50.00

The undersigned, serving as the incorporator, pursuant to KRS Chapter 271B (the "Act"), hereby executes the following Articles of Incorporation on June 18, 2024, for the purpose of forming, and does hereby form, a corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

#### ARTICLE 1 Name

The name of the corporation is Stevenson Holdco, Inc. (the "Corporation").

#### **ARTICLE 2 Capital Stock**

The Corporation is authorized to issue three thousand one hundred (3,100) shares, divided into two classes of common stock, no par value per share. The first class, designated as Voting Common Shares, shall consist of one hundred (100) authorized shares. The second class, designated as Non-Voting Common Shares, shall consist of three thousand (3,000) authorized shares. The Voting Common Shares and the Non-Voting Common Shares shall be without distinction as to powers, rights, preferences, and distributions, except that the Non-Voting Common Shares shall have no right to vote on matters coming before the shareholders, unless and only to the extent required by the Act. Each shareholder of Voting Common Shares shall be entitled to one vote per share (which vote may not be split into fractional shares) on each matter coming before the shareholders.

# ARTICLE 3 Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is 9505 Williamsburg Plaza, Suite 300, Louisville, KY 40222. The initial registered agent at that address is David J. Stevenson.

## **ARTICLE 4 Principal Office**

The mailing address of the principal office of the Corporation is 9505 Williamsburg Plaza, Suite 300, Louisville, KY 40222.

# ARTICLE 5 Incorporator

The name and mailing address of the incorporator is David J. Stevenson, 9505 Williamsburg Plaza, Suite 300, Louisville, KY 40222.

### **ARTICLE 6 Limitation of Liability**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for a breach of the director's duties as a director except for liability: [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 Act is hereafter 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. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. This Article shall continue to be applicable with respect to any breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

[End of Text; Signature Page Follows]

The foregoing Articles of Incorporation are executed by the undersigned incorporator as of the date first written above.

—DocuSigned by:

David J. Stevenson

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David J. Stevenson, as Incorporator