

**ARTICLES OF INCORPORATION
OF
LOUISVILLE MAKES, INC.**

The undersigned Incorporator, Mitchell Rapp, executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under laws of the commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or its successor provision, in accordance with the following provisions:

ARTICLE I

Name

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

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objectives to be carried on and promoted by it, and the powers granted to it, are as follows:

(a) The Corporation is irrevocably dedicated to and is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code (or its successor provision). The specific purpose of the Corporation is to promote innovation, creativity and curiosity in the greater Louisville region. The Corporation shall receive contributions and fees, and shall distribute its funds for public, charitable, educational and/or scientific purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts (the "Act"), KRS 273.161 et seq.; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs (a), (b), (c) and, if applicable, (d) of this Article II.

(b) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation and the Corporation is not empowered to participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. If Section 4945 of the Code is applicable to the Corporation, the Corporation is not empowered to attempt to influence legislation or carry on propaganda within the meaning of Section 4945(e) of the Code. If Section 4945 of the Code is not applicable to the Corporation, the Corporation shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

(c) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private

shareholder or individual; and the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, including activities prohibited by Section 501(m) of the Code; or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) Any other provision of these Articles to the contrary notwithstanding, this Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE III

Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

WT&C Corporate Services, Inc.
500 W. Jefferson St., Suite 2800
Louisville, KY 40202

ARTICLE IV

Mailing Address

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

333 East Brandeis Ave.
Louisville, KY 40208

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) members nor more than fifteen (15) members, the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors shall consist of five (5)

persons who shall serve until their successors are elected and qualified as described in the Bylaws. The names and addresses of the initial Directors are:

Grace Simrall
745 W. Main Street
4th Floor
Louisville, KY 40202

John "Randy" Reeves
FirstBuild
333 East Brandeis Ave.
Louisville, KY 40208

Chris Cprek
1233 Wolfe Ave.
Louisville, KY 40213

Lawrence Portaro
FirstBuild
333 East Brandeis Ave
Louisville, KY 40208

Che Rhodes
University of Louisville
Rm 104 Schneider Hall
Louisville, KY 40292

ARTICLE VII

Members

While not required, the Corporation may have such members, with such voting rights, as are set out in the Corporation's Bylaws.

ARTICLE VIII

Contracts or Transaction of Business with Directors

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any organization in which any of its Directors is an owner, director or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, a Director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors. The Corporation shall be prohibited from making loans to any of its Directors or officers.

ARTICLE IX

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all remaining assets by distributing such assets to one or more organizations described in Section 501(c)(3) of the Code, with such assets to be used in a manner that is consistent with

the general purposes set out above in Article II. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of Jefferson County, in the manner described above.

ARTICLE X

Limitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

(a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;

(b) 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; or

(c) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI

Amendment of Articles

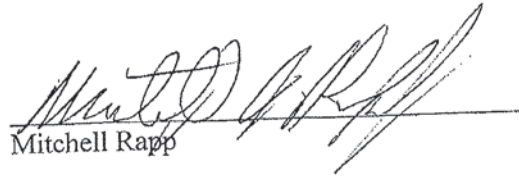
These Articles may be amended as provided by law.

Incorporator

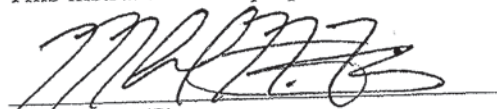
The name and address of the Incorporator is:

Mitchell Rapp
Appliance Park
4000 Buechel Bank Road AP2-225
Louisville, KY 40225

Signed by the Incorporator at Louisville, Kentucky, effective this 19 day of August,
2019.


Mitchell Rapp

This instrument was prepared by:


Michael N. Fine
WYATT TARRANT & COMBS, LLP
500 W. Jefferson St.
Suite 2800
Louisville, KY 40202

61844269.2

CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 14A.4-010, the undersigned as the initial registered agent identified of Louisville Makes, Inc., hereby consents to serve said corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Business Corporation Act.

WT&C CORPORATE SERVICES, INC.

By: Maggie Weibel