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Alison Lundergan Grimes  
Kentucky Secretary of State

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Fee Receipt: \$50.00

**ARTICLES OF INCORPORATION  
OF  
CUB ACQUISITION II, INC.**

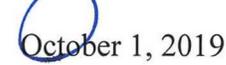
1. Corporate Name. The name of the Corporation is "CUB Acquisition II, Inc."
2. Authorized Shares. The Corporation shall have the authority to issue 100 shares.
3. Registered Office and Agent. The Corporation's initial registered office shall be located at 400 W. Market St., 32<sup>nd</sup> Floor, Louisville, KY 40202. The name of the Corporation's initial registered agent at that office shall be FBT LLC.
4. Principal Office. The Corporation's principal office shall be located at 1854 Midland Trail, Shelbyville, KY 40065-1223.
5. 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.
6. Limitation of Director Liability.
  - (a) Except as otherwise provided by Article 6(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 6(a) above shall be deemed or construed to eliminate or limit the liability of a director for:
    1. Any transaction in which the director's personal financial interests conflict with the financial interests of the Corporation or its shareholders;
    2. 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;

3. 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
  4. Any transaction from which the director derives an improper personal benefit.
7. Incorporator. The incorporator is FBT LLC, 400 W. Market St, 32<sup>nd</sup> Floor, Louisville, KY 40202.

**FBT LLC**

By:

  
Jill Battcher, Manager

Date:  October 1, 2019

**CONSENT TO SERVE AS  
INITIAL REGISTERED AGENT FOR  
CUB ACQUISITION II, INC.**

The undersigned hereby consents to serve as the initial registered agent for CUB Acquisition II, Inc. (the "Corporation"), as contemplated in the Corporation's Articles of Incorporation.

**FBT LLC**

By:

A handwritten signature in blue ink that reads "Jill Battcher, Manager". The signature is written in a cursive style with a large initial "J".

Jill Battcher, Manager