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Michael G. Adams Kentucky Secretary of State Received and Filed: 3/1/2024 2:44 PM

# ARTICLES OF INCORPORATION OF STUD LOS LEONES, INC. | Kentucky Secretary | Received and Filed: 3/1/2024 2:44 PM | Fee Receipt: \$50.00

The undersigned, acting as incorporator of a corporation under the Kentucky Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

## ARTICLE I

The name of the Corporation shall be Stud Los Leones, Inc. (the "Corporation").

## ARTICLE II

The existence of this Corporation shall commence upon the filing of the Corporation's Articles of Incorporation, and its duration shall be perpetual unless sooner dissolved by action of its shareholders in accordance with the laws of the Commonwealth of Kentucky.

## **ARTICLE III**

The purposes for which the Corporation is formed are to engage in any and all lawful business for which corporations may now or hereafter be incorporated under the Kentucky Business Corporation Act, and to exercise any and all powers that corporations may now or hereafter exercise under the Kentucky Business Corporation Act.

## ARTICLE IV

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, all of which are to be without par value. All shares of common stock have full and unlimited voting power, shall be entitled to one (1) vote per share and shall be without distinction as to powers, preferences and rights.

#### ARTICLE V

Section 1. The liability of each and all of the directors of this Corporation shall be and is hereby limited to the greatest extent permitted by law and no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of such director's duties as a director except for the following (which exceptions shall be construed as narrowly as legally permissible): (i) any transaction in which the director's personal financial interest is in conflict with the financial interest is in 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 are known to the director to be a violation of law; (iii) voting for or assenting to an unlawful distribution to shareholders as prohibited by Section 271B.8-330 of the Kentucky Revised Statutes; or (iv) any transaction from which the director derives an improper personal benefit.

Section 2. If the Kentucky Business Corporation Act is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting or 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 Kentucky Business Corporation Act, as so amended, and without the necessity for further shareholder action in respect thereof.

Section 3. 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 hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

## ARTICLE VI

The address of the initial registered office in the Commonwealth of Kentucky is 300 West Vine Street, Suite 2100, Lexington, Kentucky 40507, and the name of the initial registered agent at such address is SKO-Lexington Services, LLC.

## ARTICLE VII

The name and mailing address of the incorporator of the Corporation is:

W. Chapman Hopkins Stoll Keenon Ogden PLLC 300 West Vine Street, Suite 2100 Lexington, Kentucky 40507-1801

## ARTICLE VIII

The mailing address of the principal office of the Corporation is P.O. Box 1485, Lexington, Kentucky 40588.

Signed and acknowledged by the Incorporator at Lexington, Kentucky, on this the 1<sup>st</sup> day of March, 2024.

W. Chapman Hopkins

# STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

The undersigned, as the initial registered agent identified in Article VI of the Articles of Incorporation of Stud Los Leones, Inc., a Kentucky corporation, hereby consents to serve the corporation in that capacity until such time as such appointment is terminated or the initial registered agent resigns.

SKO-LEXINGTON SERVICES LLC, a Kentucky limited liability company

BY: Stoll Keenon Ogden PLLC, Member

BY:

W. Chapman Hopkins, Member

This instrument was prepared by:

STOLL KEENON OGDEN PLLC 300 West Vine Street, Suite 2100 Lexington, Kentucky 40507

(859) 231-3000

BY:

W. Chapman Hopkins