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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF INCORPORATION
OF
ML DISTILLERY, INC.

The undersigned incorporator hereby forms a corporation (the “Corporation”) in accordance with the laws of the Commonwealth of Kentucky, and adopts the following Articles of Incorporation:

ARTICLE I
Name of the Corporation

The name of the Corporation is:
ML DISTILLERY, INC.

ARTICLE II
Stock

The aggregate number of shares of stock of all classes which the Corporation has authority to issue is 2,000 shares, comprised of 1,000 Class A Shares (Voting), and 1,000 Class B Shares (Non-Voting). Except as otherwise required by law, voting rights upon any and all matters shall be vested exclusively in the holders of the Class A Shares, and the holders of the Class B Shares shall have no voting rights. Other than as to voting rights, both classes of shares of the Corporation shall be without distinction as to powers, preferences, and rights; *provided, however*, that in the event of sale of a majority of the shares, a sale of substantially all of the assets of the Corporation, or the dissolution of the Corporation, the holders of Class A Shares shall receive a return of their investment in the Corporation first, and then any remaining funds shall be distributed pro rata to the shareholders.

ARTICLE III
Initial Registered Agent

The name of the initial registered agent and street address of the initial registered office of the Corporation are:

SKO-Louisville Services, LLC
400 West Market Street, Suite 2700
Louisville, Kentucky 40202

ARTICLE VI
Principal Office

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

17890 Deertrace Lane
Fisherville, Kentucky 40023

ARTICLE V
Powers

The Corporation has all the powers conferred upon a corporation organized under the provisions of the Act and has all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the Corporation.

ARTICLE VI
Director Liability

A director shall not be liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his/her duties as a director unless such act or omission (1) is one in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its shareholders; (2) is not in good faith, involves intentional misconduct, or is known to the director to be a violation of law; (3) is a vote for or assent to a distribution made in violation of these Articles of Incorporation which renders the Corporation unable to pay its debts as they become due in the usual course of business, or which results in the Corporation's total liabilities exceeding its total assets; or (4) is a transaction from which the director derived an improper personal benefit.

ARTICLE VII
Voting for Directors

Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election of directors.

ARTICLE VIII
Special Meetings of the Shareholders

Special meetings of the shareholders may be called by the holders of at least fifty-one percent (51%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting.

ARTICLE IX
Shareholder Action by Unanimous Written Consent

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is unanimously approved by the shareholders entitled to vote thereon.

ARTICLE X
Limited Liability of Shareholders

The private property of the shareholders shall not be subject to the payment of the debts of the Corporation.

ARTICLE XI
Indemnification

- (1) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (“proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Kentucky Revised Statutes, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Statutes permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith.
- (2) Provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.
- (3) The rights set forth in paragraphs (1) and (2) above shall be contract rights and include the right to be paid expenses incurred in defending any such proceedings in advance of final disposition, provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) shall be made only upon determination:
 - (a) by majority vote of a quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding; or
 - (b) if a quorum cannot thereby be obtained, by majority vote of a committee duly designated by the board of directors, consisting solely of two (2) or more directors who are not, at the time, parties to the proceeding; or
 - (c) by special legal counsel selected by quorum of the board of directors consisting of directors who are not, at the time, parties to the proceeding, or if such quorum of the Board of Directors cannot be obtained, then by majority vote of the full board of directors; or

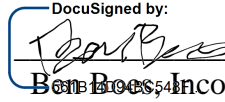
- (d) by the vote of shares not owned or voted under the control of directors who are at the time parties to the proceeding that such person:
 - (i) conducted himself in good faith; and
 - (ii) reasonably believed.
 - (A) in the case of conduct in his official capacity with the Corporation, that his conduct was in the Corporation's best interests; or
 - (B) in all other cases that his conduct was at least not opposed to the best interests of the Corporation; provided, however, that in the case of any criminal proceeding, the officer or director must show that he had no reasonable cause to believe such conduct was unlawful.
- (4) Any payment of expenses authorized under paragraphs (1-3) above, shall be made in advance of the final disposition of such proceeding as defined above, upon
 - (a) such person's provision to the Corporation of a written affirmation of his good faith belief that he has met the standard of conduct described in paragraph (3) above; and
 - (b) such person's provision to the Corporation of a written undertaking, executed personally or on his behalf, unsecured, to repay the advance if it is ultimately determined that he did not meet the standard of conduct described in paragraph (3) above; and
 - (c) the board of directors, sitting as a whole, determines upon the facts then known that such facts would not preclude indemnification of such person pursuant to the Kentucky Revised Statutes.
- (5) Notwithstanding the provisions of paragraphs (1-4) above, the Corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which such person was a party because of his present or past officer's or director's duties to the Corporation, against reasonable expenses incurred by him/her in connection with the proceeding. Further, in the event that a claim under paragraphs 4 (a-e) hereinabove is not paid in full by the Corporation within 45 days after a written claim has been received by the Corporation, the claimant may apply to the court conducting or which did conduct the proceeding, or to any other court of competent jurisdiction, for indemnification pursuant to the terms and conditions of the Kentucky Revised Statutes.
- (6) The rights conferred on any person by paragraphs (1-5) shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.
- (7) The Corporation may purchase and maintain insurance on behalf of an individual who is or was an officer or director of the Corporation, or who, while an officer or director of the Corporation, is or was serving at the request of the Corporation as an officer, director, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as an officer or director of the Corporation, whether or not the Corporation would have

the power to indemnify such person against such expense, liability, or loss under the Kentucky Revised Statutes.

ARTICLE XII
Effective Time and Date

These Articles of Incorporation are effective when they are filed with the Kentucky Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator hereby executes these Articles of Incorporation and acknowledges this to be the incorporator's act and deed as of 7/29/2024, 2024.

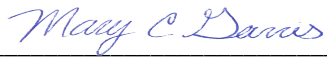
DocuSigned by:

Ben Boes, Incorporator

Consent of Initial Agent for Service of Process to Serve

SKO-Louisville Services, LLC, having a principal place of business at 400 West Market Street, Suite 2700, Louisville, Kentucky 40202-2828, hereby agrees and consents to serve as registered office and agent for service of process of ML Distillery, Inc.

By: 
SKO-Louisville Services, LLC by Stephen Sherman, Manager

This instrument prepared by:


Mary C. Garis
STOLL KEENON OGDEN PLLC
400 West Market Street, Suite 2700
Louisville, Kentucky 40202
(502) 333-6000

4860-3457-8637.1