

# ARTICLES OF INCORPORATION

OF

L. HAYDEN INSURANCE, INC.

The undersigned, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Kentucky Business Corporation Act, as amended, executes the following Articles of Incorporation:

ARTICLE I: The corporate name for the corporation is L. HAYDEN INSURANCE, INC.

ARTICLE II: The number of shares, which the corporation is authorized to issue, is one thousand (1,000), all of which are of a par value of one dollar (\$1.00) each and classified as Common shares.

ARTICLE II: The street address of the corporation's registered office is 1935 Maplewood Place, Louisville, KY 40205; and the name of the corporation's registered agent at such office is Lawrence A. Hayden.

ARTICLE IV: The mailing address of the corporation's principal office is 1935 Maplewood Place, Louisville, KY 40205

ARTICLE V: The name and mailing address of the Incorporator is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Lawrence A. Hayden	1935 Maplewood Place Louisville, KY 40205

ARTICLE VI: The purpose for which the corporation is organized shall be to engage in any lawful business for which corporation may be organized pursuant to the Kentucky Business Corporation Act.

ARTICLE VII: The period of duration of the corporation shall be perpetual.

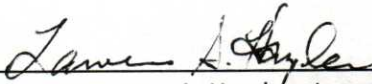
ARTICLE VIII: Shareholders shall be entitled, as a matter of right, to a preemptive right for a period of thirty days to subscribe to, purchase, or receive any shares of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the corporation acquired by it after the issuance thereof. Any shareholder shall be entitled, as a matter of right, to purchase or subscribe to or receive any bonds, debentures, or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or shall appertain to any warrant or warrants or other instruments or instruments that shall confer upon the holder or owner of such obligation the right to subscribe to or purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all such shares, rights, bonds, debentures or other obligations which the corporation may have issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associates, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

ARTICLE IX: The corporation shall, to the fullest extent legally permissible under the provisions of the Kentucky Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit, or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any ByLaw, Agreement, or Resolution adopted by the shareholders entitled to vote thereon after notice.

ARTICLE X: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Kentucky 1988 Business Corporation Act, as the same may be supplemented and amended.

ARTICLE XI: Any action except the election of directors pursuant to KRS 271B.7-280, required or permitted by the act to be taken at an annual or special meeting of the shareholders, may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than eight percent (or such higher percentage required by any provision of the Act) of votes that would be necessary to authorize or take the action at a meeting at which all shares entitles to vote or the action were present and voted. Prompt notice of the taking of the corporation action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholders meeting if the action had been taken at a meeting and who have not consented in writing.

Dated this 22<sup>nd</sup> day of January, 2019

  
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Lawrence A. Hayden, Incorporator