

**ARTICLES OF INCORPORATION OF  
SIPMI PRINTER COMPANY****Article I: Name**

The name of this corporation is SIPMI Printer Company.

**Article II: Purposes**

The purpose for which this corporation is formed is to engage in any lawful activity for which corporations may be incorporated in this state.

**Article III: Registered Office and Agent**

The address of the initial registered office of the corporation is 122 Foaling Ridge Lane, Nicholasville, Jessamine County, Kentucky 40356, and the name of its initial registered agent at such address is James Tocash.

**Article IV: Principal Office**

The business address of the corporation's principal office is 122 Foaling Ridge Lane, Nicholasville, Jessamine County, Kentucky 40356.

**Article V: Duration**

The period of this corporation's duration is perpetual.

**Article VI: Directors, Officers and Agents****6.1 Directors**

The board of directors may consist of up to seven (7) directors, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Joshua Rosenthal	5515 S 100 W Poneto, Indiana 46781
James Tocash	122 Foaling Ridge Lane Nicholasville, Kentucky 40356
Mary Priscilla Sommer	5515 S 100 W Poneto, Indiana 46781

## **6.2 Initial Officers**

The names and addresses of the president and secretary of the corporation are as follows:

<u><b>Name</b></u>	<u><b>Title</b></u>	<u><b>Address</b></u>
James Tocash	CEO/President	122 Foaling Ridge Lane Nicholasville, Kentucky 40356
Mary Priscilla Sommer	Secretary/Treasurer	5515 S 100 W Poneto, Indiana 46781

## **6.3 Changes in Authorized Number of Directors**

The number of directors of the corporation set forth in Section 6.1 of this Article shall constitute the authorized number of directors until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

## **6.4 Removal of Directors and Officers**

Any officer elected or appointed by the board of directors, or by the Executive Committee, or by the shareholders, or any member of the Executive Committee, or of any other standing committee, or any director of this corporation may be removed at any time, with or without cause, in such manner as shall be provided in the bylaws of this corporation.

## **6.5 Responsibilities and Authorities of Directors**

The responsibilities and authorities of the Directors are set out in more detail in the Company Bylaws

## **6.6 Indemnification**

The corporation is authorized to provide indemnification of agents (as defined in KRS 271B.8-500-580) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by KRS 271B.8-500-580, subject to the limits on such excess indemnification set forth in KRS 271B.8-500-580.

## **Article VII: Incorporator**

The name and address of the incorporator is:

### **Name**

Joshua Rosenthal

### **Address**

5515 S 100 W  
Poneto, Indiana 46781

## **Article VIII: Capitalization**

### ***8.1 Number and Classes of Shares***

The corporation is authorized to issue only one class of stock, to be designated common stock. The total number of shares of common stock presently authorized is 1000.

### ***8.2 Amendment of Capital Provisions***

This Article can be amended only by the vote or written consent of the holders of 60% of the outstanding shares.

## **Article IX: Share Rights and Restrictions**

Except as otherwise expressly provided by the law of the State of Kentucky or this certificate of incorporation, there shall be no limitation or restriction on variation between any of the different share classes or series. All share classes and series shall share pro rata in the payment of all dividends on the class or series at the various rates fixed for each class or series and in any amounts payable or distributable upon liquidation, dissolution or winding up of the corporation to the extent of the respective liquidation preferences fixed for each class or series; and, except for variations as expressly provided or permitted in this certificate, all share classes or series shall rank on parity. All shares of any one series shall be entitled to the same dividend rate and shall have the same voting, redemption, conversion, liquidation and other rights, preferences, privileges, limitations and restrictions.

## **Article X: Shareholders**

### ***10.1 Amendment of Bylaws***

The board of directors has the power to make, repeal, amend and alter the bylaws of the corporation, to the extent provided in the bylaws. However, the paramount power to repeal, amend and alter the bylaws, or to adopt new bylaws, is vested in the shareholders. This power may be exercised by a vote of a majority of shareholders present at any annual or special meeting of the shareholders. However, if the shareholders present at such a meeting do not hold more than 60%



of the shares, then prior written consent of the record holders of more than 60% of the then outstanding shares of the stock in the corporation must be granted for the vote to take to be valid. Moreover, the directors have no power to suspend, repeal, amend or otherwise alter any bylaw or portion of any bylaw so enacted by the shareholders, unless the shareholders, in enacting any bylaw or portion of any bylaw, otherwise provide.

### ***10.2 Personal Liability of Shareholders***

The private property of the shareholders of this corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

### ***10.3 S Corporation Election***

In the event the shareholders of the corporation ever elect to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the corporation and the board of directors will each year, on or before the due date(s) for estimated payments of federal and applicable state and local income taxes, pay to the shareholders, by way of salary, bonus, dividend or otherwise, sufficient money for each shareholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an Election, neither any shareholder nor any of the officers of the corporation may, without the prior written consent of the record holders of more than 60% of the then outstanding shares of stock in the corporation, make or affect any transfer of any shares of stock in the corporation that would cause a termination or invalidation of the Election.

### ***10.4 Actions by Written Consent***

Whenever the vote of shareholders at a meeting of shareholders is required or permitted to be taken for or in connection with any corporate action by any provision of the corporation law of the State of Kentucky, or of this certificate of incorporation or of the bylaws authorized or permitted by that law, the meeting and vote of shareholders may be dispensed with if the proposed corporate action is taken with the written consent of the holders of stock having a majority of the total number of votes which might have been cast for or in connection with that action if a meeting were held; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for that action, and provided that prompt notice is given to all shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

### ***10.5 Greater Shareholder Voting Requirements***

The Bylaws shall stipulate specific actions which shall require the prior approval by vote or written consent of the shareholders entitled to exercise not less than 60% of the voting power of

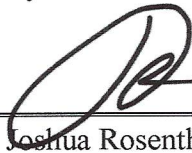
this corporation, notwithstanding that applicable law would otherwise permit such actions with the approval of a lesser percentage:

#### **Article XI: Amendments**

The corporation shall be deemed, for all purposes, to have reserved the right to amend, alter, change or repeal any provision contained in its articles of incorporation, as amended, to the extent and in the manner now or in the future permitted or prescribed by statute, and all rights conferred in these articles upon shareholders are granted subject to that reservation.

For the purpose of forming a corporation under the laws of Kentucky, we, the undersigned, have personally executed these articles of incorporation on July 3, 2019.

By: \_\_\_\_\_

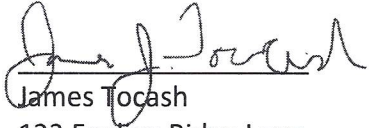


Joshua Rosenthal



Dated: July 3, 2019

I, James Tocash, consent to act on behalf of SIPMI Printer Company as its Registered Agent.

A handwritten signature in cursive script, appearing to read "James Tocash", written over a horizontal line.

James Tocash  
122 Foaling Ridge Lane  
Nicholasville, Kentucky 40356

A short, horizontal, slightly wavy line.

