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Michael G. Adams Kentucky Secretary of State Received and Filed: 7/2/2024 10:34 AM Fee Receipt: \$50.00	

ARTICLES OF INCORPORATION
OF
POMEGRANATE HOLDINGS, INC.

The undersigned, acting as the incorporator of a corporation under the Kentucky Business Corporation Act, Chapter 271B of the Kentucky Revised Statutes (the “Act”), sets forth the following Articles of Incorporation on behalf of such corporation:

ARTICLE 1
-NAME-

The name of the corporation is Pomegranate Holdings, Inc. (the “Corporation”).

ARTICLE 2
-AUTHORIZED SHARES-

The total number of shares of stock which the Corporation shall have the authority to issue is 1,000 shares of no par value common capital stock (the “Common Stock”). The Common Stock shall have all of the voting power of the Corporation, shall be entitled to receive the net assets of the Corporation upon the dissolution of the Corporation, and shall be without distinction as to designations, preferences, limitations, or relative rights and priorities.

ARTICLE 3
-REGISTERED OFFICE; REGISTERED AGENT-

The street address of the initial registered office of the Corporation is 3750 Paris Pike, Lexington, Kentucky 40511, and the name of its initial registered agent at such address is Angela Beck.

ARTICLE 4
-PRINCIPAL OFFICE-

The mailing address of the Corporation’s initial principal office is 3750 Paris Pike, Lexington, Kentucky 40511.

ARTICLE 5
-INCORPORATOR-

The name and mailing address of the incorporator is Angela Beck, 3750 Paris Pike, Lexington, Kentucky 40511.

ARTICLE 6
-DIRECTORS' LIABILITY-

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of his or her duties as a director, except (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (ii) for 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) for any vote for or assent to an unlawful distribution to shareholders as provided in KRS 271B.8-330; or (iv) for any transaction from which the director derived an improper personal benefit.

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

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 7
-INDEMNIFICATION-

The Corporation shall, to the fullest extent permitted by Kentucky law, indemnify any director or officer of the Corporation from and against any and all reasonable costs and expenses (including, but not limited to, attorneys' fees) and any liabilities including, but not limited to, judgments, fines, penalties and reasonable settlements) paid by or on behalf of, or imposed against, such person in connection with any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including any appeal relating thereto), whether formal or informal, and whether made or brought by or in the right of the Corporation or otherwise, in which such person is, was or at any time becomes a party or witness, or is threatened to be made a party or witness, or otherwise, by reason of the fact that such person is, was or at any time becomes a director, officer, employee or agent of the Corporation or, at the Corporation's request, a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

The indemnification authorized by this Article 7 shall not be exclusive of any other right of indemnification which any such person may have or hereafter acquire under any provision of these Articles or the Bylaws of the Corporation, agreement, vote of shareholders or disinterested directors or otherwise. The Corporation may take such steps as may be deemed appropriate by the board of directors to provide and secure indemnification to any such person, including, without limitation, the execution of agreements for indemnification between the Corporation and individual directors, officers, employees or agents which may provide rights to indemnification which are broader or otherwise different than the rights authorized by this Article 7.

The undersigned, as the incorporator of Pomegranate Holdings, Inc., a Kentucky corporation, has executed these Articles of Incorporation as of the date set forth below.

Date: July 2, 2024

DocuSigned by:

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Angela Beck, Incorporator

STATEMENT OF CONSENT OF INITIAL REGISTERED AGENT

Pursuant to KRS 14A.4-010, the undersigned as the initial registered agent and agent for service of process identified in Article 3 of the Articles of Incorporation of Pomegranate Holdings, Inc. (the "Corporation"), hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or it resigns in accordance with the applicable provisions of Kentucky Business Corporations Act.

Date: July 2, 2024

DocuSigned by:
Angela Beck
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Angela Beck