

Articles of Incorporation
of
T.E.M. Holdings, Inc.

The undersigned incorporator hereby forms a 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:

T.E.M. Holdings, Inc.

ARTICLE II
Stock

The aggregate number of shares of stock of all classes which the corporation has authority to issue is 1,000 shares, all of which are of a single class, and all of which have identical rights and privileges, including identical rights to distributions.

ARTICLE III
Initial Registered Agent

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

SKO – Louisville Services, LLC
2000 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202

ARTICLE IV
Principal Office

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

c/o John G. Treitz, Jr.
2000 PNC Plaza
500 West Jefferson Street
Louisville, Kentucky 40202

ARTICLE V

Powers

The corporation has all the powers conferred upon a corporation organized under the provisions of the Kentucky Business Corporation Act (the “Act”) and has all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the corporation. Without limitation, to the foregoing, the corporation may exercise all of the powers afforded it under the Act, including but not limited to:

- (1) Sue and be sued, complain and defend in its name;
- (2) Have a seal, which may be altered at will, and to use it, or a facsimile, by impressing or affixing it or in any other manner reproducing it;
- (3) Make and amend Bylaws (not inconsistent with its Articles of Incorporation, the Act or the laws of the Commonwealth of Kentucky), for managing its business and regulating its business affairs;
- (4) Purchase, receive, lease or otherwise acquire, and own, hold, improve and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- (5) Sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of its property;
- (6) Purchase, receive, subscribe for or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (7) Make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises or income;
- (8) Lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (9) Be a promoter, partner, member, associate or manager of any corporation, limited liability company, partnership, joint venture, trust or other entity;
- (10) Conduct its business, locate offices and exercise the powers granted within or without the Commonwealth of Kentucky;

(11) Appoint officers, employees and agents, define their duties, fix their compensation, and lend them money and credit;

(12) Pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans and benefit or incentive plans for any or all of its current or former directors, officers, employees and agents;

(13) Purchase and/or maintain life insurance policies for any or all current or former directors, officers, employees and agents;

(14) Make donations for the public welfare or for charitable, scientific or educational purposes;

(15) Transact any lawful business that may aid governmental policy; and

(16) Make payments or donations, or do any other act not inconsistent with law, that furthers its business and affairs.

ARTICLE VI **Director Liability**

Subject to the limitations and restrictions set forth in Section 271B.2-020(2)(d) of the Kentucky Business Corporation Act, no director of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of his or her duties as a director.

ARTICLE VII **Shareholder Action by Written Consent**

Pursuant to Section 271B.7-040 of the Kentucky Business Corporation Act, any action except the election of Directors required or permitted to be taken at a shareholders' meeting may be taken without a meeting and without prior notice, if the action is taken by shareholders entitled to vote on the action representing not less than 80% of the votes entitled to be cast.

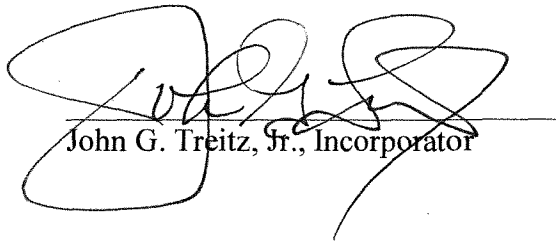
ARTICLE VIII
Incorporator

The name and street address of the incorporator are: John G. Treitz, Jr., 2000 PNC Plaza,
500 West Jefferson Street, Louisville, Kentucky 40202.

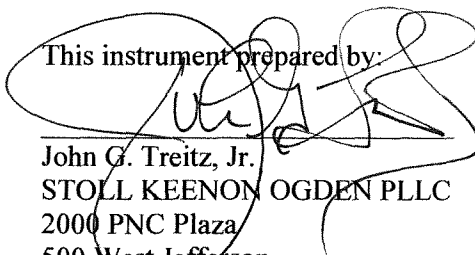
ARTICLE IX
Effective Time and Date

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 January 25,
2016.


John G. Treitz, Jr., Incorporator


This instrument prepared by:


John G. Treitz, Jr.
STOLL KEENON OGDEN PLLC
2000 PNC Plaza
500 West Jefferson
Louisville, Kentucky 40202
(502) 333-6000

Consent of Initial Agent for Service of Process to Serve

SKO-Louisville Services, LLC, having a principal place of business of 2000 PNC Plaza,
500 West Jefferson Street, Louisville, Kentucky 40202, hereby agrees and consents to serve as
registered office and agent for service of process of T.E.M. Holdings, Inc.

SKO – LOUISVILLE SERVICES, LLC

By: 
Ernest W. Williams, Manager