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**ACTION BY WRITTEN UNANIMOUS CONSENT OF BOARD
THE DIRECTORS OF THE MC MESSENGER**

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
1/12/2024 12:02 PM
Fee Receipt: \$40.00

The undersigned, RENA SINGLETON, constituting the entire Board of Directors of THE MC MESSENGER, INC., acting by unanimous consent in accordance with KRS 271B.8-210 and the By-Laws of the Corporation do hereby consent and certify that the following action was taken by the directors on behalf of the Corporation on and as of December 29, 2023.

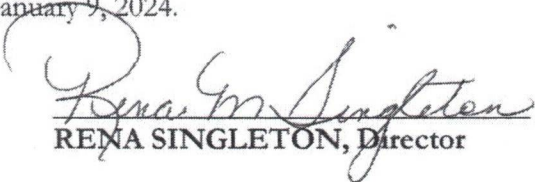
WHEREAS the Board of Directors of the corporation believes it is in the best interest of the Corporation and of the shareholders to convert from an S Corporation to a Limited Liability Company according to the attached prepared and reviewed the TERMS AND CONDITIONS OF THE CONVERSION OF THE MC MESSENGER, INC. TO A LIMITED LIABILITY COMPANY, and, therefore, it is

RESOLVED that the Board of Directors of the Corporation hereby adopts the following resolution and recommends that the shareholders of the corporation approve the following resolution:

"RESOLVED that having prepared and reviewed the TERMS AND CONDITIONS OF THE CONVERSION OF THE MC MESSENGER, INC. TO A LIMITED LIABILITY COMPANY, the Board of Directors and Officers of this Corporation will take all necessary and property actions to convert this corporation into a Limited Liability Company according to said document.

RESOLVED FURTHER that, acknowledged that RENA SINGLETON holds 100% of all stock issued by this company, she may execute a WRITTEN UNANIMOUS CONSENT OF THE SHAREHOLDS approving this conversion according to prepared and reviewed the TERMS AND CONDITIONS OF THE CONVERSION OF THE MC MESSENGER, INC. TO A LIMITED LIABILITY COMPANY.

IN WITNESS WHEREOF, all of the directors of the Corporation (to wit, RENA SINGLETON) have signed this certificate of unanimous consent to document the actions taken by them on behalf of the Corporation on and as of January 9, 2024.


RENA SINGLETON, Director

**ACTION BY WRITTEN UNANIMOUS CONSENT OF THE
SHAREHOLDERS OF THE MC MESSENGER**

The undersigned, RENA SINGLETON, who holds all shares issued by THE MC MESSENGER, INC., acting by unanimous consent in accordance with KRS 271B and the By-Laws of the Corporation do hereby consent and certify that the following action was taken by the directors on behalf of the Corporation on and as of December 29, 2023.

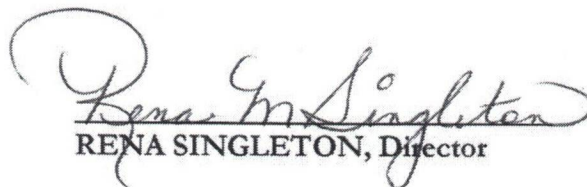
WHEREAS the Board of Directors passed the following resolutions:

"RESOLVED that having prepared and reviewed the TERMS AND CONDITIONS OF THE CONVERSION OF THE MC MESSENGER, INC. TO A LIMITED LIABILITY COMPANY, the Board of Directors and Officers of this Corporation will take all necessary and property actions to convert this corporation into a Limited Liability Company according to said document.

RESOLVED FURTHER that, acknowledged that RENA SINGLETON holds 100% of all stock issued by this company, she may execute a WRITTEN UNANIMOUS CONSENT OF THE SHAREHOLDS approving this conversion after having reviewed the TERMS AND CONDITIONS OF THE CONVERSION OF THE MC MESSENGER, INC. TO A LIMITED LIABILITY COMPANY.

In accordance therewith, RENA SINGLETON, sole shareholder, by her signature hereunder, and having reviewed and approved the TERMS AND CONDITIONS OF THE CONVERSION OF THE MC MESSENGER, INC. TO A LIMITED LIABILITY COMPANY, approves such resolutions and votes all eligible shareholder votes in favor of said resolutions and consents and requests that the Board of Directors and Officers of the Corporation to take all necessary and property actions to convert this corporation into a Limited Liability Company

IN WITNESS WHEREOF, all of the shareholders of the Corporation (to wit, RENA SINGLETON) have signed this certificate of unanimous consent to document the actions taken by them on and as of January 11, 2024.

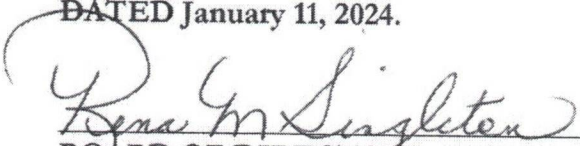

RENA SINGLETON, Director

TERMS AND CONDITIONS OF THE CONVERSION OF THE MC MESSENGER, INC. TO A LIMITED LIABILITY COMPANY

Pursuant to KRS §275.376, the Board of Directors of THE MC MESSENGER, INC. propose the following plan to for the conversion of the corporation to limited liability company. The following terms and conditions shall govern the conversion.

- (a) The name of the corporation planning to convert is THE MC MESSENGER, INC. After the conversion, the name of the corporation will be THE MC MESSENGER, LLC.
- (b) Attached hereto are the articles of organization. There is no written operating agreement, as RENA SINGLETON was the sole shareholder of THE MC MESSENGER, INC. and will be the only member of the company and will require no operating agreement.; and
- (c) The shares of the corporation, all owned by RENA SINGLETON, will be converted into a 100% membership of the LLC by RENA SINGLETON who will assume all membership interests, obligations, or other securities of the limited liability company.
- (d) The plan of conversion shall be effective as of March 22, 2024.
- (e) The board of directors must recommend the plan of conversion to the shareholders; and
- (f) The vote of 100% of the shareholders entitled to vote is required to approve the plan.

DATED January 11, 2024.


BOARD OF DIRECTORS
By: RENA SINGLETON

ARTICLES OF ORGANIZATION
OF
THE MC MESSENGER, LLC

In order to form a limited liability company under Chapter 275 of the Kentucky Revised Statutes, the undersigned members of this LLC adopt these Articles of Organization and deliver these Articles of Organization to the Secretary of State of Kentucky for filing in accordance with KRS 275.020.

ARTICLE I.
NAME

The name of the limited liability company is "THE MC MESSENGER, LLC."

ARTICLE II.
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office and the name of its initial registered agent at that office are:

RENA SINGLETON
138 Broadway Street
Suite B
Brandenburg, Kentucky 40108

ARTICLE III.
MAILING ADDRESS

The mailing address of the initial principal office of the LLC is:

THE MC MESSENGER, LLC
Post Office Box 279
Brandenburg, Kentucky 40108

ARTICLE IV.
MANAGEMENT

The limited liability company is to be managed by its members. The limited liability company is to be managed by one member, who will be denominated as Manager or Member in any LLC documents. The managing member is RENA SINGLETON who shall have absolute authority to act on behalf of the LLC unilaterally.

ARTICLE V.
DATE OF DISSOLUTION

The limited liability company does not have a specific date of dissolution and its existence shall be perpetual, unless sooner dissolved as provided by applicable law.

ARTICLE VI.
PURPOSE AND POWERS

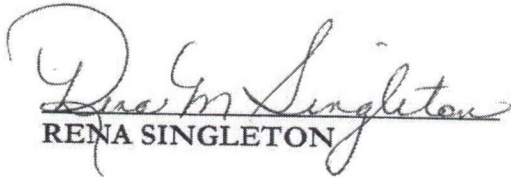
The purpose of the limited liability company is to engage in any and all lawful business for which limited liability companies may be organized under Chapter 275 of the Kentucky Revised Statutes. The limited liability company shall have the powers to do all things necessary or convenient to carry out its business and affairs.

ARTICLES VII.
IMMUNITY FROM PERSONAL LIABILITY

No member, manager, employee or agent of this limited liability company shall be personally liable by reason of being a member, manager, employee or agent of this limited liability company under a judgment, decree, or order of a court, agency, or tribunal or any type, or in any other manner, in this or any other state or on any other basis, for a debt, obligation, or liability of this limited liability company, whether arising in contract, tort or otherwise. The status of a person as a member, manager, employee, or agent of this limited liability company shall not subject the person to personal liability for the acts or omissions, including any negligence, wrongful act, or actionable misconduct, of any other member, manager, agent, or employee of the limited liability company.

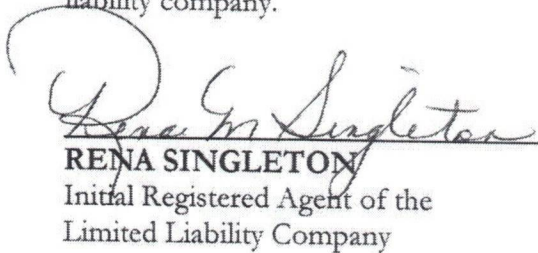
IN WITNESS WHEREOF, the undersigned organizer of this limited liability company hereby executes these Articles of Organization on this the 9th day of January 2024, and delivers these Articles of Organization to the Secretary of State of Kentucky for filing.

ORGANIZER:

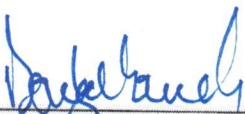

RENA SINGLETON

STATEMENT OF THE INITIAL REGISTERED AGENT

The undersigned is named as the initial registered agent in the Articles of Organization of THE MC MESSENGER, LLC, to be formed and organized as a Kentucky Limited Liability Company. The undersigned consents to serve as the initial registered agent of said limited liability company.


RENA SINGLETON
Initial Registered Agent of the
Limited Liability Company

PREPARED BY:


DOUGLAS P. VOWELS
Attorney at Law
Post Office Box 356
Brandenburg, Kentucky 40108
Phone: (270) 422-5803