

**0035043.09** mmoore  
AMD  
**Michael G. Adams**  
**Kentucky Secretary of State**  
Received and Filed:  
9/13/2023 1:02 PM  
Fee Receipt: \$715.00

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION**

**OF**

**THE MERRICK PRINTING COMPANY, INC.**

Pursuant to the provisions of the Kentucky Business Corporation Act, this Articles of Amendment to the Articles of Incorporation of The Merrick Printing Company, Inc., a Kentucky corporation (the “Corporation”), is hereby adopted:

1. The name of the Corporation is The Merrick Printing Company, Inc.
2. The Articles of Incorporation, as previously amended, are hereby amended by deleting the text of Article 5 of the existing Articles of Incorporation in its entirety, and substituting in place thereof:

**“ARTICLE 5**

The aggregate number of shares of which the Corporation has authority to issue is one hundred twenty thousand (120,000) shares, which are divided into two classes consisting of ninety-six thousand (96,000) shares of Class A (voting) common stock and twenty-four thousand (24,000) shares of Class B (non-voting) common stock. The Corporation may issue fractional shares of Class A common stock and Class B common stock. Except as otherwise required by law, voting rights upon any and all matters shall be vested exclusively in the holders of the Class A common stock, and the holders of the Class B common stock shall have no voting rights. Other than as to voting rights, both classes of shares of the Corporation shall be without distinction as to powers, preferences, and rights.”

3. Effective upon the filing of this Amendment to the Articles of Incorporation, the existing 500 shares of common voting stock shall be converted to 84,776 shares of Class A common stock and 21,194 shares of Class B common stock. There were no shares of preferred stock outstanding prior to the filing of this Amendment to the Articles of Incorporation.

4. The Articles of Incorporation are further hereby amended by adding a new Article 10 as follows:

## “ARTICLE 10

- A. To the fullest extent permitted by, and in accordance with the provisions of, the Act, the corporation shall indemnify each director and officer of the corporation against reasonable expenses (including reasonable attorneys' fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively, "Liability"), incurred by such person in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, and whether formal or informal) to which such person is, or is threatened to be made, a party because such person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, member, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to employee benefit plans. A director or officer shall be considered to be serving an employee benefit plan at the corporation's request if such person's duties to the corporation also impose duties on, or otherwise involve services by, such person to the plan or to participants in or beneficiaries of the plan.
  
- B. To the fullest extent authorized or permitted by, and in accordance with the provisions of, the Act, the corporation shall pay or reimburse reasonable expenses (including reasonable attorneys' fees) incurred by a director or officer who is a party to a proceeding in advance of final disposition of such proceeding.
  
- C. The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article (i) shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under the Bylaws, any agreement or action of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the corporation, (ii) shall continue as to a person who has ceased to be a director or officer of the corporation, and (iii) shall inure to the benefit of the heirs, executors and administrators of such person.”

5. This Amendment to the Articles of Incorporation was unanimously approved by the Board of Directors and Shareholders of the Corporation on the 12th day of September, 2023, in the manner prescribed by the Kentucky Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, the duly authorized officer of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation as of September 13, 2023.

**THE MERRICK PRINTING COMPANY, INC.,**  
a Kentucky corporation

By: M. David Merrick  
M. David Merrick, President