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<b>Michael G. Adams</b> <b>Kentucky Secretary of State</b> Received and Filed: 6/22/2023 8:24 AM Fee Receipt: \$50.00	

## ARTICLES OF INCORPORATION

OF

### ADVANCING MEDICAL SOLUTIONS, PSC.

The undersigned, Thomas Whealton, D.O., acting as the sole incorporator, executes these Articles of Incorporation for the purpose of forming and does hereby form a professional services corporation under the provisions of the Kentucky Professional Service Act, KRS § 274 *et seq.*, as follows:

#### ARTICLE I

##### Name

The name of the corporation is Advancing Medical Solutions, PSC, (the "Corporation").

#### ARTICLE II

##### Shares

The Corporation shall have the authority to issue **100** common shares, **\$0.01** par value. Each share shall entitle the holder to one (1) vote on each matter brought before the shareholders.

#### ARTICLE III

##### Registered Office; Registered Agent

The address of the initial registered office of the Corporation in the Commonwealth of Kentucky is 2104 Woodmont Dr., Lexington Kentucky 40502, and the name of its initial registered agent is Thomas Whealton, D.O.

#### ARTICLE IV

##### Principal Place of Business

The address of the initial principal place of business of the Corporation in the Commonwealth of Kentucky is 2725 James Sanders Blvd, Paducah, Kentucky 42001.

#### ARTICLE V

##### Profession Practiced

The profession to be practiced through the Corporation is the practice of medicine.

#### ARTICLE VI

##### Initial Shareholder

The name and address of the sole original shareholder of the Corporation is Thomas

Whealton, D.O., at 2104 Woodmont Dr., Lexington Kentucky 40502.

**ARTICLE VII**  
**Incorporator**

The name and address of the sole incorporator is Thomas Whealton, at 2104 Woodmont Dr., Lexington Kentucky 40502.

**ARTICLE VIII**  
**Qualified Persons**

Each of the incorporators, shareholders, not less than one half (1/2) of the directors and each of the officers other than the secretary or treasurer is a qualified person within the meaning of Chapter 274 of the Kentucky Revised Statutes.

**ARTICLE IX**  
**Effectiveness**

These Articles shall be effective upon filing.

**ARTICLE X**  
**Duration**

The period of the Corporation's duration is perpetual.

**ARTICLE XI**  
**Initial Directors**

The number of directors constituting the initial Board of Directors of the Corporation shall be not less than one (1) nor more than five (5), and the names and addresses of the person(s) who are to serve as directors until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify are:

Thomas Whealton, D.O.

2104 Woodmont Dr., Lexington Ky 40502

**ARTICLE XII**  
**Limitation of Liability**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for a breach of his or her duties as a director except for liability resulting from:

- (a) any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation or its shareholders;

- (b) any acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;
- (c) any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS § 271B.8-330; or
- (d) any transaction from which the director derives an improper personal benefit.

If KRS § 274 or KRS § 271B is amended or supplemented or any other statutory provision is adopted to eliminate or to further limit the personal liability of directors or to permit elimination or further limitation of such liability, then upon the enactment of such legislation the liability of a director of the Corporation shall be eliminated or further limited to the fullest extent permitted by KRS § 274 or KRS § 271B *et seq.*, as so amended or the statutory provision as so adopted. 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 existing at the time of such repeal or modification.

### **ARTICLE XIII**

#### **Right to Indemnification**

Each person who was or is made or threatened to be made a party to, or is otherwise involved in, any pending, threatened or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she or a person for whom he or she is the legal representative 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 or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnatee") shall be indemnified and held harmless by the Corporation to the fullest extent authorized by KRS § 271B, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto).

Nothing herein contained precludes indemnification at the discretion of the board of directors of (i) any person who, by virtue of the capacity in which such person is acting, may not be entitled to mandatory indemnification pursuant to paragraph (A) above; or (ii) any person who is entitled to indemnification under, and in such event to the extent permitted by, any agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to the action in another capacity while holding such office permitted by Section 271B.8-580 of the Kentucky Business Corporation Act.

The rights to indemnification and to the advancement of expenses conferred in paragraph (A) of this Article X shall be contract rights. If a claim under paragraph (A) of this Article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the

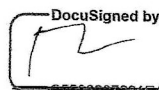
applicable period shall be thirty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim.

*[Signature page to follow]*

I declare under penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing is true and correct.

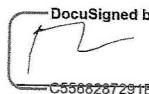
**Incorporator Signature**

**SIGNED AND ACKNOWLEDGED** by Thomas Whealton, D.O. acting as the sole incorporator of the Corporation, this 12th day of June, 2023.

DocuSigned by:  
  
C5506287291E49A...  
Thomas Whealton, D.O.

**Registered Agent Signature**

I, Thomas Whealton, consent to serve as the registered agent on behalf of the Corporation., this 12th day of June, 2023.

DocuSigned by:  
  
C5506287291E49A...  
Thomas Whealton, D.O.