

<b>1161456.06</b> <b>Michael G. Adams</b> <b>Kentucky Secretary of State</b> Received and Filed: 12/30/2024 3:04 PM Fee Receipt: \$50.00	mmoore MRG
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# ARTICLES OF MERGER

OF

**SICKFIT LLC**  
**a Kentucky limited liability company**

WITH AND INTO

**SICKFIT, LLC**  
**a Delaware limited liability company**

Pursuant to the sections 271B.11-080 and §18-209 of the Kentucky Revised Statutes (the “**KR S**”) and the Delaware Limited Liability Company Act, the undersigned limited liability companies hereby adopt the following Articles of Merger (the “**Articles of Merger**”) for the purpose of merging SICKFIT LLC, a Kentucky limited liability company (the “**Merging Entity**”), with and into SickFit, LLC, a Delaware limited liability company (the “**Surviving Entity**”):

## ARTICLE I

### NAME AND JURISDICTION

The name, jurisdiction of formation or organization, and type of entity of each constituent business entity which is to merger is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>
SICKFIT LLC	Kentucky	limited liability company
SickFit, LLC	Delaware	limited liability company

## ARTICLE II

### PLAN OF MERGER

The agreement and plan of merger (the “**Plan of Merger**”) attached hereto as Exhibit A has been approved and executed by the Merging Entity and the Surviving Entity. This Plan of Merger is on file at the office of the Surviving Entity at 288 Twelve Oaks Dr., Mount Washington, KY 40047 and will be furnished by the Surviving Entity without cost to any shareholder of the Merged Entity or any member of the Surviving Entity.

## ARTICLE III

### SURVIVING BUSINESS ENTITY

The name of the surviving business entity is SickFit, LLC, a Delaware limited liability company.

In accordance with KRS 271B.11-080(3)(e), the Surviving Entity agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of the Merged Entity, as well as for enforcement of any obligation of the Surviving Entity arising out of the merger of the Merging Entity with and into the Surviving Entity. The Surviving Entity hereby appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any such proceeding, and directs the Secretary of State to mail a copy of any process so served upon the Secretary of State to the following address:

1000 Ballpark Way, Floor 3, Suite 10  
Arlington, TX 76011

#### ARTICLE IV

#### AUTHORIZATION AND APPROVAL

The Plan of Merger was duly authorized and approved by the Merging Entity in accordance with KRS 271B.11-030 and by the Surviving Entity in accordance with §18-209 of the Delaware Limited Liability Company Act.

#### ARTICLE V

#### EFFECTIVE DATE

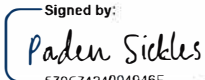
Pursuant to KRS 14A.2-070, these Articles of Merger shall be effective as of December 31, 2024.

*[Signature Page Follows]*

Signed, this the 30<sup>th</sup> day of December, 2024.

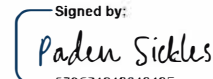
**MERGING ENTITY**

SICKFIT LLC

By:   
Name: Paden Sickles  
Title: Chief Executive Officer

**SURVIVING ENTITY**

SickFit, LLC

By:   
Name: Paden Sickles  
Title: Chief Executive Officer

**EXHIBIT A**

**Agreement and Plan of Merger**

See attached.

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this “**Plan of Merger**”) is made and entered into to be effective as of December 31, 2024, by and among SICKFIT LLC, a Kentucky limited liability company (“**SICKFIT KY**”) and SickFit, LLC, a Delaware limited liability company (“**SickFit DE**”).

NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Merger. SICKFIT KY shall, in accordance with the Section 275 of the Kentucky Revised Statutes (the “**KRS**”), be merged with and into SickFit DE (the “**Merger**”) with SickFit DE being the surviving limited liability company (the “**Surviving LLC**”) effective as of the date of the Certificate of Merger (the “**Effective Time**”) and continuing to exist pursuant to the provisions of the Delaware Limited Liability Company Act (the “**DLLCA**”). The separate existence of SICKFIT KY shall cease upon the Effective Time pursuant to the provisions of the DGCL.

2. Certificate of Formation. The Certificate of Formation of SickFit DE shall be the Certificate of Formation of the Surviving LLC following the Merger and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DLLCA.

3. Limited Liability Company Agreement. The limited liability company agreement of SickFit DE, as in force and effect upon the Effective Time of the Merger, shall continue to be the limited liability company agreement of the Surviving LLC (the “**LLC Agreement**”) following the Merger and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the DLLCA.

4. Officers. The officer of SickFit DE in office upon the Effective Time of the Merger shall continue to be the officer of the Surviving LLC following the Merger, and shall continue to hold his respective office until the election and qualification of his respective successor or until his tenure is otherwise terminated in accordance with the LLC Agreement.

5. Merger Consideration. At the Effective Time of the Merger and without any further action on the part of SickFit DE, SICKFIT KY or any member of either entity, the membership interests of SICKFIT KY held by its sole member shall be cancelled and terminated.

6. Approval. This Agreement and Plan of Merger has been approved by the sole member of SICKFIT KY and by the sole member of SickFit DE by written resolution in the manner prescribed by the KRS and the DLLCA.

7. Filing. Upon the approval of the sole member of SICKFIT KY in the manner prescribed by the provisions of the KRS and by the sole member of SickFit DE in the manner prescribed by the provisions of the DLLCA, SICKFIT KY and SickFit DE hereby stipulate that each will cause to be executed and filed and/or recorded any document or documents prescribed

by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

8. Further Authorization. The Chief Executive Officer of each of SICKFIT KY and SickFit DE, respectively, is hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger provided for herein.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of the date first above written.

SICKFIT LLC, a Kentucky limited liability company

Signed by:  
By: Paden Sickles  
570F7424004940F...  
Paden Sickles, Chief Executive Officer

SickFit, LLC, a Delaware limited liability company

Signed by:  
By: Paden Sickles  
570F7424004940F...  
Paden Sickles, Chief Executive Officer