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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF INCORPORATION OF
DEMETER TALENT MANAGEMENT INC.**

The undersigned does hereby form a corporation under the laws of the Commonwealth of Kentucky with Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is **DEMETER TALEN MANAGEMENT INC.**

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is formed are to perform and transact any lawful business in any part of the world and any and all activities for which corporations may be incorporated under the Kentucky Business Corporation Act.

ARTICLE IV

The aggregate number of shares of stock authorized to be issued shall be One Thousand (1000) shares of no par value stock. All shares are to consist of one class only.

ARTICLE V

Each shareholder of record shall be entitled at all meetings of the corporation and on any other matter requiring a vote, to one vote for each share of stock standing in his or her name upon the books of the corporation.

ARTICLE VI

The address of this corporation's initial registered office is:

**104 16th St.
Ashland, Kentucky 41101**

Its initial registered agent at that address is:

Jarrold Greer

ARTICLE VII

The address of the principal office of the corporation is:

**104 16th St.
Ashland, Kentucky 41101**

ARTICLE VIII

The names and mailing address of the incorporator is:

Jarrold Greer
104 16th St.
Ashland, Kentucky 41101

ARTICLE IX

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one member. The initial Board of Directors of the corporation shall consist of three members. The name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until successors are elected and shall qualify are **Jarrold Greer**, 104 16th St., Ashland, Kentucky 41101; **Catrina Hencye**, 104 16th St., Ashland, Kentucky 41101; **Samantha Osborn**; 104 16th St., Ashland, Kentucky 41101.

The officers shall be President, Secretary and Treasurer. The latter two offices may be combined and held by one person and if there is only one shareholder all offices may be combined and held by one person. The officers elected at the first meeting of the Board of Directors shall serve until his or her successor is elected and qualified. The annual meeting of directors shall be held immediately following the meeting of shareholders.

ARTICLE X

The Board of Directors shall have the power to make By-Laws consistent with the laws of the Commonwealth of Kentucky, and consistent with these Articles of Incorporation, subject, however, to the power of the shareholders to change or repeal such By-Laws.

ARTICLE XI

The corporation shall indemnify each director and officer of the corporation or his personal representative against claims, liabilities, expenses and costs actually and necessarily incurred by him or his estate in connection with, or arising out of, any action in which he is made a party by reason of his being or having been an officer or director, except in relation to matters as to which he shall be adjudged in his actions to be liable for actual negligence or misconduct, in the performance of his duties as such director or officer. The right of indemnification herein provided shall also apply in respect to any amount paid in the compromise of any such claim asserted against such director or officer, including expenses and costs actually and necessarily incurred in connection therewith, provided the Board of Directors of the corporation shall first

have approved such proposed compromise settlement and determine that the director or officer involved was not guilty of actual negligence or misconduct; but in taking such action the director involved shall not be qualified thereon.

WITNESS MY HAND this__ day of December, 2023.



Jarrod Greer, Incorporator

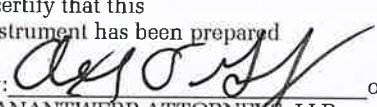
Consent of Initial Agent for Service of Process

I, Jarrod Greer, having an address of 104 16th St., Ashland, Kentucky 1101, hereby agree and consent to serve as registered office and agent for service of process of DEMETER TALENT MANAGEMENT INC.



Jarrod Greer

I certify that this instrument has been prepared

by:  of
VANANTWERP ATTORNEYS, LLP
Attorneys at Law
1544 Winchester Avenue, 5th Floor
Ashland, Kentucky 41101