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Michael G. Adams  
Kentucky Secretary of State  
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**ARTICLES OF DISSOLUTION  
OF  
OPA! KENTUCKY, LLC**

Pursuant to KRS 275.315, the undersigned, being a Member of **OPA! KENTUCKY, LLC**, a Kentucky limited liability company, hereby adopts the following Articles of Dissolution for such limited liability company:


- 1. NAME.** The name of the limited liability company is **OPA! KENTUCKY, LLC**.
- 2. DISSOLUTION.** The limited liability company was dissolved by unanimous written consent of the Members on June 8, 2023, pursuant to KRS 275.285(3), in accordance with a plan of complete liquidation and distribution.
- 3. EFFECTIVE DATE.** The effective date of the dissolution shall be as of the date of filing.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Dissolution this 8 day of June, 2023.



**EDWARD L. HARDY**, Member

THIS INSTRUMENT PREPARED BY:



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## **EXHIBIT A**

### **PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF OPA! KENTUCKY, LLC**

**THIS PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION** (this “**Plan**”) of **OPA! KENTUCKY, LLC**, a Kentucky limited liability company (the “**Company**”), is intended to accomplish the complete liquidation and dissolution of the Company in accordance with the Kentucky Limited Liability Company Act (the “**Act**”).

**1. APPROVAL OF PLAN OF LIQUIDATION AND DISSOLUTION.** The Members of the Company have adopted resolutions authorizing the Company to be liquidated and dissolved in accordance with this Plan.

**2. WIND UP OF COMPANY’S AFFAIRS.** Following the distribution of substantially all of the Company’s assets, the Members of the Company are authorized and directed to proceed, as promptly as possible, to wind up the Company’s affairs and to pay or provide for all proper debts and liabilities of the Company.

**3. DISTRIBUTION OF COMPANY’S ASSETS.** As soon as reasonably practicable after the completion of the actions described above, the assets of the Company shall be distributed to the Member in accordance with the Company’s Operating Agreement in compliance with Kentucky law.

**4. OTHER ACTS AND FILINGS.** The Members are further authorized and directed to take all such actions and execute, deliver, and file all such documents and instruments as may be necessary or appropriate in order to dissolve the Company in accordance with the Act, including, but not by way of limitation, the execution of and filing with the Secretary of State of Kentucky Articles of Dissolution in accordance with the Act.

**5. AMENDMENT OR ABANDONMENT OF PLAN.** This Plan may be amended or abandoned at any time by the Members, in accordance with the Act.