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NRAI**Michael G. Adams**
Kentucky Secretary of State
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**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
KENTUCKY ASSOCIATION OF MEDICAL AESTHETIC PROVIDERS, INC.**

Pursuant to Sections 273.261, 273.263, 273.267, and 273.375 of the Kentucky Revised Statutes, the undersigned do hereby approve the following by First Amended and Restated Articles of Incorporation of Kentucky Association of Medical Aesthetic Providers, Inc. by written consent without a meeting and hereby certify as follows:

ARTICLE I

The name of the corporation is: KENTUCKY ASSOCIATION OF MEDICAL AESTHETIC PROVIDERS, INC., and by such name it shall be known as a body corporate and its duration shall be perpetual, or until dissolved by law.

ARTICLE II

The principal office and place of business of the Corporation and the mailing address shall be 205 Rhodes Lane, Georgetown, Kentucky 40324.

ARTICLE III

The Corporation is organized as a nonprofit corporation formed exclusively for the purposes described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the "Code"). The purposes for which the Corporation is formed are to promote the common business interests of the medical aesthetics industry and medical aesthetics professionals by creating a space that promotes and educates on safe and standardized medical aesthetics practices, and outcome-driven care, and provides opportunities to discuss relevant business and industry issues. Without limitation, the specific purposes of the Corporation include:

- (1) operating as a statewide medical aesthetics industry business league recognized by the Internal Revenue Service as a tax exempt organization under Section 501(c)(6) of the Code;
- (2) serving state medical aesthetics professionals, state medical aesthetics businesses, and the national medical aesthetics industry by offering tailored educational programming, focused industry news and research, and opportunities to connect with like-minded medical aesthetics professionals and medical aesthetics businesses;
- (3) training and educating clinicians and improving patient safety and outcomes, while maintaining the autonomy of medical aesthetics providers within the Commonwealth of Kentucky with particular attention on MedSpa Practices;
- (4) connecting medical aesthetics practitioners and businesses throughout the Commonwealth of Kentucky; and
- (5) conducting activities consistent with such purposes, the nonprofit corporation laws of the Commonwealth of Kentucky, and Section 501(c)(6) of the Code, including the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) or 501(c)(6) of the Code.

ARTICLE IV

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by question of law, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(6) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The number of directors constituting the initial Board of Directors is three (3). Further, the number of directors constituting the Board of Directors shall be amendable by a majority of the directors constituting the initial Board of Directors. The names and addresses of each initial director are as follows:

Katie Robinson
205 Rhodes Lane
Georgetown, Kentucky 40324

Alana Leavell
5002 KY Highway 590
Lancaster, Kentucky 40444

Lauren Meade
219 Catalpa Road
Lexington, Kentucky 40502

ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. The primary activities of the Corporation shall not include the participation in, or intervention in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

ARTICLE VII

Under the name of the Corporation it may adopt a corporate seal, and have the following powers, including, but not limited to, to contract and be contracted with, to sue and be sued, and it may receive, accept, purchase or acquire and hold in any other lawful manner real and personal property, issue and sell bonds, and it may dispose of same by gift, deed, or in any other lawful manner, for the benefit of the Corporation, or any other cause or causes of an educational, research, or scientific nature, all in conformity with these Articles.

ARTICLE VIII

The By-Laws of the Corporation may be adopted or amended by a majority of the Board of Directors of the Corporation.

ARTICLE IX

There shall be no members for the Corporation.

ARTICLE X

No director, officer or employee of the Corporation shall be personally liable as such on its obligations or to the Corporation for monetary damages for breach of his duties as a director except for liability for (a) any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law, or (c) any transaction from which the director derives an improper personal benefit. If the Kentucky Revised Statutes are subsequently amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Each person who is or was a director, trustee, officer or employee of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a director, trustee, officer or employee of another corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a director, trustee, officer or employee or arising out of such person's status as a director, trustee, officer or employee; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within 90 days after a written claim has been received by the Corporation, the director, trustee, officer or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Acts or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any by-law, agreement, statute, vote of board of directors, or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless

indemnify each such person to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law.

ARTICLE XI

The name and address of the registered agent of the Corporation is Dinsmore Agent Co., 100 West Main Street, Suite 900, Lexington, Kentucky 40507.

ARTICLE XII

These Articles of Incorporation may be changed by either written consent of a majority of the Board of Directors or by a majority of those directors who are present and voting at a meeting duly called upon notice to each and every director for the specific purpose of changing these Articles.

These First Amended and Restated Articles of Incorporation of Kentucky Association of Medical Aesthetic Providers, Inc. are executed by the Board of Directors on February 16, 2023. The Amended and Restated Articles are hereby duly approved and adopted as required by law, pursuant to this action by written consent without a meeting, and supersede the original Articles of Incorporation and any amendments thereto.

Katie Robinson

Katie Robinson

Alana Leavell

Alana Leavell

Lauren Meade

Lauren Meade