



AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

KENNEY ORTHO GROUP, INC.

(Pursuant to Sections 271B.10-060 and 271B.10-070 of the
Kentucky Business Corporation Act)

Kenney Ortho Group, Inc., a corporation organized and existing under and by virtue of the provisions of the Kentucky Business Corporation Act (the “Act”) does hereby certify as follows:

1. The name of the corporation is Kenney Ortho Group, Inc. The original Articles of Incorporation of the corporation were filed with the Secretary of State of the Commonwealth of Kentucky on December 17, 2015 (the “Original Articles”), under the name Kenney Ortho Group, Inc.
2. These Amended and Restated Articles of Incorporation (these “Amended and Restated Articles”) were duly approved and adopted by all of the corporation’s shareholders pursuant to a written consent in lieu of a meeting, effective as of January 3, 2024, which consent represented the vote of all 10,072 issued and outstanding shares of capital stock of the corporation as of the date thereof and was sufficient for approval by the shareholders of the corporation pursuant to the Act.
3. The Original Articles are hereby amended and restated to read in their entirety as follows:

Article I

The name of the corporation is Kenney Ortho Group, Inc. (the “Corporation”).

Article II

The address of the Corporation’s registered office in the Commonwealth of Kentucky is 208 Normandy Ct, Nicholasville, Kentucky 40356. The name of the Registered Agent for the Corporation at such address is Theodore Martin.

Article III

The principal office of the Corporation shall be at 208 Normandy Court, Nicholasville, Kentucky 40356 or such other place as the Board of Directors of the Corporation may designate.

Article IV

The purpose of the Corporation is fabricating, distributing, wholesaling or retailing of orthotics or prosthetics, or the operation of clinics to fit patients for orthotics or prosthetics, or any other related orthotic or prosthetic businesses and any and all lawful business for which corporations may be organized under the Kentucky Business Corporation Act.

Article V

The aggregate number of shares which the Corporation shall have authority to issue is 20,000 shares, consisting of one class only, designated as "Common Stock," without par value.

Article VI

The number of the directors of the Corporation shall be such number as may be fixed from time to time by the Bylaws of the Corporation.

Article VII

The Corporation is to have perpetual existence.

Article VIII

The Board of Directors shall have the following powers, in addition to those prescribed by law or by the Bylaws of the Corporation: (a) to make, alter, amend and repeal the Bylaws of the Corporation to the extent permitted by the law of the Commonwealth of Kentucky and the Bylaws of the Corporation; (b) subject to the provisions of the laws of the Commonwealth of Kentucky, to hold their meetings either within or without the Commonwealth of Kentucky; (c) to have one or more offices; and (d) to keep the books of the Corporation outside the Commonwealth of Kentucky, and at such place or places as may from time to time be designated by them.

Article IX

Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the Corporation. Meetings of shareholders may be held within or without the Commonwealth of Kentucky, as the Bylaws may provide. The books of the Corporation may be kept, subject to any provision contained in the statutes, outside the Commonwealth of Kentucky at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Article X

To the fullest extent authorized by the Kentucky Business Corporation Act, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Kentucky Business Corporation Act is amended after the filing of the Amended and Restated Articles of Incorporation of which this Article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Business Corporation Act, as so amended. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the time this Article became effective.

Any repeal or modification of the foregoing paragraph 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 XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this corporation on this January 3, 2024.

DocuSigned by:
JOHN KENNEY
By: D3AE7E6ECCDA4EE
Name: John Kenney
Title: President

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