

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**MERRICK MANAGEMENT, INC.**

Merrick Management, Inc., a corporation organized and existing under and by virtue of the provisions of the Kentucky Business Statutes (the “Corporation”), does hereby certify that:

The Corporation was incorporated by the filing of its original Articles of Incorporation of the Corporation (the “Original Articles”) with the Secretary of State for the Commonwealth of Kentucky on December 28, 1984.

These Amended and Restated Articles of Incorporation of the Corporation have been duly adopted in accordance with Sections 271B.10-030 and 271B.10-070 of the Kentucky Revised Statutes, have been approved by the sole shareholder owning 100% of the issued and outstanding stock and shall be effective upon the filing with the Secretary of State of the Commonwealth of Kentucky.

The Original Articles are hereby amended and restated in its entirety to read as follows:

**ARTICLE I**

The name of the Corporation is Merrick Management, Inc.

**ARTICLE II**

The period of the Corporation’s duration is perpetual.

**ARTICLE III**

The purposes for which the Corporation is organized shall be to provide bookkeeping, collections, and related services; and to do any and all other acts, execute any and all other powers, engage in any and all other types of business or businesses necessary, proper, incident or convenient thereto, or connected therewith as fully as natural person might do; and to transact any and all other lawful business for which corporations may be Incorporated under 271A of the Kentucky Revised Statutes.

**ARTICLE IV**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common capital stock; all of such shares are to be without par value. Said shares shall have all the voting power of the Corporation and shall be without distinction as to designations, preferences, limitations or relative rights and priorities.

## ARTICLE V

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the by-laws of the Corporation as duly adopted or from time to time altered, amended, or repealed by the board of directors, subject to repeal or change by action of shareholders.

## ARTICLE VI

The address of the registered office of the Corporation in the Commonwealth of Kentucky is Corporation Service Company and the name of its registered agent at such address is 421 West Main Street Frankfort, Kentucky 40601.

## ARTICLE VII

The mailing address of the Corporation's principal office is 425 Lewis Hargett Circle, Lexington, Kentucky 40503.

## ARTICLE VIII

Subject to the rights of holders of any shares of capital stock to elect directors, the number of directors of the Corporation, which shall constitute the whole Board of Directors, shall be fixed from time to time exclusively by resolution of the Board of Directors. The directors need not be elected by written ballot unless required by the by-laws of the Corporation.

## ARTICLE IX

To the fullest extent permitted by applicable law, as the same exists or as may hereafter be amended, a director of the Corporation shall have no personal liability to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except, if required by the Kentucky Revised Statutes, for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the director derived an improper benefit. Any amendment, repeal or elimination of the provisions of this ARTICLE IX shall only be prospective and shall not affect the rights or protections or increase the liability of any director under this ARTICLE IX in effect at the time of the alleged occurrence of any act or omission giving rise to liability.

## ARTICLE X

The private property of the shareholders shall not be held liable for any debt, liability or obligation of the Corporation.

## ARTICLE XI

No holder of any shares of capital stock of the Corporation shall have any preemptive right to acquire any shares or units unissued capital stock of any class, now or hereafter authorized, or any treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares of such capital stock.

## ARTICLE XII

Except as otherwise provided in the second sentence of this ARTICLE XII, (a) no shareholder of the Corporation or any director who is an Affiliate, director, officer, manager, member, partner, agent, representative or employee (a “Representative”) of such shareholder or any of its Affiliates shall have any duty to communicate or present an investment or business opportunity or prospective economic advantage to the Corporation in which the Corporation may, but for the provisions of this ARTICLE XII, have an interest or expectancy (a “Corporate Opportunity”), and (b) no shareholder or any of its representatives (even if such person is also an officer or director of the corporation) shall be deemed to have breached any fiduciary duty or other duty or obligation to the corporation by reason of the fact that any such person pursues or acquires a Corporate Opportunity for itself or its Affiliates or directs, sells, assigns or transfers such Corporate Opportunity to another person or does not communicate information regarding such Corporate Opportunity to the Corporation. The Corporation renounces any interest in a Corporate Opportunity and any expectancy that a Corporate Opportunity will be offered to the Corporation; provided, that the Corporation does not renounce any interest or expectancy it may have in any Corporate Opportunity that is offered to an officer or director of the Corporation whether or not such individual is also a Representative of a shareholder of the Corporation, if such opportunity is expressly offered to such person in his or her capacity as an officer or director of the Corporation. For purposes of this ARTICLE XII, an “Affiliate” means with, respect to any particular person, (i) any person controlling, controlled by or under common control with such person, whether by ownership of control of voting securities, by contract or otherwise, (ii) any person owning or controlling 50% or more of the outstanding voting securities of such other person, or (iii) any person of whom such first possesses, directly or indirectly, of the power to direct or cause the direction of the management and policies of such person, whether through ownership of voting securities, by contract or otherwise, or vice versa.

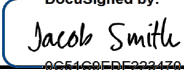
## ARTICLE XIII

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

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In testimony whereof, witness the signature of the undersigned, who is the Chief Executive Officer of Corporation on the 13<sup>th</sup> day of August, 2024.

MERRICK MANAGEMENT, INC.

DocuSigned by:  
  
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Jacob Smith  
Chief Executive Officer

CONSENT OF REGISTERED AGENT

The undersigned, having been named in these Amended and Restated Articles of Incorporation as the registered agent of the Corporation, hereby consents to serve in that capacity. Accepting Registered Agent on behalf of Corporation Service Company:

Stephen Chandler  
Assistant Secretary