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Michael G. Adams
Kentucky Secretary of State
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**ARTICLES OF MERGER OF
METROPOLITAN VETERINARY EMERGENCY SERVICE, P.S.C.
METROPOLITAN VETERINARY SPECIALISTS, P.S.C.**

To the Secretary of State of the Commonwealth of Kentucky:

Pursuant to Section 271B.11-050 of the Kentucky Business Corporation Act, the undersigned corporations submit these Articles of Merger as follows:

1. The plan of merger is as follows:

(a) The names of the parties to the merger are:

- (i) Metropolitan Veterinary Specialists, P.S.C., a Kentucky professional services corporation ("MVS"); and
- (ii) Metropolitan Veterinary Emergency Service, P.S.C., a Kentucky professional corporation ("Metro ER").

(b) The name of the surviving corporation is Metropolitan Veterinary Specialists, P.S.C., which will be changed to Metropolitan Veterinary Specialists and Emergency Service, P.S.C. as noted below.

(c) The manner and basis of converting the shares of each corporation are as follows:

(i) Each share of common stock in the MVS that is issued and outstanding immediately before the merger shall remain outstanding and is unaffected by the merger.

(ii) Each share of common stock in Metro ER that is issued and outstanding immediately before the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into the right to receive shares of MVS, with the number of shares to be determined in accordance with the Merger Agreement entered into by and among the corporations and their shareholders.

(d) Upon the filing of these Articles of Merger with the Kentucky Secretary of State, the surviving entity's Articles of Incorporation are amended as follows:

(i) by amending and restating Article I to read in its entirety as follows:

“ARTICLE I

The name of the professional services corporation is Metropolitan Veterinary Specialists and Emergency Service, P.S.C.”

- (ii) by amending and restating Article IV to read in its entirety as follows:

“ARTICLE IV

- A. The only class of shares the professional service corporation is authorized to issue is Two Thousand Five Hundred (2,500) shares of common stock, no par value, designated as common Stock.
- B. The Common Stock shall have voting rights to the extent of one vote for each share of stock issues, which voting rights are otherwise unlimited.
- C. The Common Stock entitles the holders(s) thereof to receive the net assets of the professional service corporation upon dissolution in proportions authorized by law.”

- (iii) by amending and restating Article XII to read in its entirety as follows:

“ARTICLE XII

A special meeting of shareholders may be called by such person or persons authorized to do so by the Bylaws of the professional service corporation. Shareholders holding at least twenty-five percent (25%) of all the outstanding shares of the Corporation entitled to vote at such meeting.”

- 2. The merger was approved by the shareholders of both corporations, as follows:
 - (a) The outstanding shares of the Metro ER consist of 1,700 shares of common stock, all voting as a single class. The merger was approved by the affirmative vote of all 1,700 shares, which was sufficient for approval.
 - (b) The outstanding shares of the MVS consist of 100 shares of common stock, all voting as a single class. The merger was approved by the affirmative vote of all 100 shares, which was sufficient for approval.
- 3. The merger will be effective as of January 1, 2024.

[Signature page follows]

IN WITNESS WHEREOF, these Articles of Merger are executed by each constituent corporation as of January 1, 2024.

**METROPOLITAN VETERINARY
EMERGENCY SERVICE, PSC**

By: Catherine A. Daley
Catherine A. Daley, Vice President

**METROPOLITAN VETERINARY
SPECIALISTS, P.S.C.**

By: Randall A. Graehler
Randall A. Graehler, President