

ARTICLES OF MERGER

OF

ESTES PUBLIC RELATIONS, INC.,
a Kentucky corporation

AND

ESTES PUBLIC RELATIONS, INC.
a Florida corporationTo the Secretary of State
Commonwealth of Kentucky

Pursuant to the provisions of the Kentucky Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging Estes Public Relations, Inc., a Kentucky corporation ("EPR-KY"), with and into Estes Public Relations, Inc., a Florida corporation ("EPR-FL"), as approved by resolution adopted at a meeting by the Board of Directors of EPR-KY on April 19, 2022, and by resolution adopted at a meeting by the Board of Directors of EPR-FL on April 19, 2022.

2. In respect of EPR-KY, the designation, the number of outstanding shares, the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger, and the number of votes of each voting group indisputably represented at the meeting at which the said merger was approved are as follows:

- (a) Designation of voting group: **Common Stock**
- (b) Number of outstanding shares of voting group: **100**
- (c) Number of votes entitled to be cast by voting group entitled to vote on the Plan of Merger: **100**

3. In respect of EPR-KY, the total number of undisputed votes cast for the Plan of Merger by each voting group entitled to vote on the Plan of Merger is as follows:

- (a) Designation of voting group: **Common Stock**
- (b) Number of undisputed votes of voting group cast for the Plan of Merger: **100**

4. The said number of votes cast for the Plan of Merger was sufficient for the approval thereof by the said voting group.

5. The merger of EPR-KY with and into EPR-FL is permitted by the laws of the jurisdiction of organization of EPR-FL and has been authorized in compliance with said laws.

6. The effective time and date of the merger herein provided for in the Commonwealth of Kentucky shall be 11:59 p.m. on April 30, 2022.

Executed on: April 21, 2022.

ESTES PUBLIC RELATIONS, INC.,
a Kentucky corporation

By: Jamie Estes
Jamie Estes (Apr 21, 2022 15:32 EDT)
Name: Jamie B. Estes
Capacity: President

ESTES PUBLIC RELATIONS, INC.,
a Florida corporation

By: Jamie Estes
Jamie Estes (Apr 21, 2022 15:32 EDT)
Name: Jamie B. Estes
Capacity: President

EXHIBIT A

[Plan of Merger]

PLAN OF MERGER

Estes Public Relations, Inc. (a Kentucky corporation)
Estes Public Relations, Inc. (a Florida corporation)

Plan of Merger dated this 21st day of April, 2022, by and between Estes Public Relations, Inc., a Kentucky corporation ("EPR-KY"), and Estes Public Relations, Inc., a Florida corporation ("EPR-FL"; and EPR-KY and EPR-FL are sometimes referred to collectively as the "Constituent Corporations").

WHEREAS, the Board of Directors of EPR-KY has resolved that EPR-KY be merged with EPR-FL under and pursuant to Sections 271B.11-010 through 271B.11-070 of the Kentucky Business Corporation Act, into a single corporation existing under the laws of the State of Florida, to wit, EPR-FL, which shall be the surviving corporation (being sometimes referred to as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of §368(a)(1)(F) of the Internal Revenue Code;

WHEREAS, the Board of Directors of EPR-FL resolved that EPR-FL be merged with EPR-KY under and in accordance with Sections 607.1101 through 607.1107 of the Florida Business Corporation Act, such that the surviving corporation shall be EPR-FL;

WHEREAS, the authorized capital stock of EPR-KY consists of 1,000 shares of non-convertible common stock, no par value (the "EPR-KY Common Stock"), of which 100 shares of EPR-KY Common Stock are issued and outstanding;

WHEREAS, the authorized capital stock of EPR-FL consists of 1,000 shares of Common Stock, \$0.01 par value ("EPR-FL Common Stock"), of which 100 shares of EPR-FL Common Stock are issued and outstanding; and

WHEREAS, the respective Boards of Directors of EPR-KY and EPR-FL have approved the merger upon the terms and conditions hereinafter set forth and have approved this Plan;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereby agree in accordance with Sections 607.1101 through 607.1107 of the Florida Business Corporation Act and Sections 271B.11-010 through 271B.11-070 of the Kentucky Business Corporation Act, that EPR-KY shall be, at the Effective Date (as defined below), merged (the respective transaction referred to as the "Merger") into a single corporation existing under the laws of the State of Florida, to wit, EPR-FL, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Shareholder's Meeting; Filings; Effects of Merger

1.1 EPR-KY Shareholder's Meeting. The Board of Directors of EPR-KY shall recommend this Plan of Merger to the sole shareholder of EPR-KY and EPR-KY shall call a meeting of its sole shareholder to be held in accordance with Section 271B.11-030 of the Kentucky Business Corporation Act at the earliest practicable date, upon due notice thereof to its sole shareholder to consider and vote upon, among other matters, adoption of this Plan.

1.2 EPR-FL Shareholder's Meeting. The Board of Directors of EPR-FL shall recommend this Plan of Merger to the sole shareholder of EPR-FL and EPR-FL shall call a meeting of its sole shareholder to be held in accordance with Section 607.1103 of the Florida Business Corporation Act at the earliest practicable date, upon due notice thereof to its sole shareholder to consider and vote upon, among other matters, adoption of this Plan.

1.3 Filing of Certificate of Merger; Effective Date. If this Plan (a) is adopted by the sole shareholder of EPR-KY in accordance with Section 271B.11-030 of the Kentucky Business Corporation Act, (b) is adopted by the sole shareholder of EPR-FL in accordance with Section 607.1103 of the Florida Business Corporation Act, and (c) is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed with the Florida Department of State in accordance with Section 607.1105 of the Florida Business Corporation Act and Articles of Merger shall be filed with the Kentucky Secretary of State in accordance with Section 271B.11-050 of the Kentucky Business Corporation Act. The Merger shall become effective upon the effective date and time as such Articles of Merger are so filed with the Florida Department of State, which date and time is referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of EPR-KY shall cease, and EPR-KY shall be merged into EPR-FL which as the Surviving Corporation, shall possess all the rights, privileges, power, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers, and franchises of the Constituent Corporations, and all property, real, personal, and mixed, and all debts due to the Constituent Corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to such Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter deemed the property of the Surviving Corporation to the same extent they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of Kentucky or any other jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of EPR-KY, or the corresponding officers of the Surviving Corporation, may, in the name of EPR-KY, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm the

Surviving Corporation title to and possession of all of the Constituent Corporations' property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Plan.

2. Name of Surviving Corporation; Certificate of Incorporation; Bylaws; Purposes

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be "Estes Public Relations, Inc.".

2.2 Articles of Organization. The Articles of Incorporation of EPR-FL, as in effect on the date and time of the filing of the Articles of Merger with the Florida Department of State shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of EPR-FL, as in effect immediately before the Effective Date, shall from and after the Effective Date be and continue to be the Bylaws of the Surviving Corporation until amended as provided therein.

2.4 Purposes. The purpose of the Surviving Corporation is to organize, manage, perpetuate, promote, foster and operate, for profit, both within the State of Florida and elsewhere, as the Board of Directors (and/or the President) may, from time to time, deem as appropriate, a company engaged in the provision to its customers of public relations services, and of all such other consultative, marketing, advertising, promotional, administrative and managerial services as may be rendered by the Corporation, and, generally, in the conduct of any and all other similar or incidental activities of all descriptions whatsoever. In general, to do any thing permitted by all present and future laws of the State of Florida applicable to business corporations.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of the Constituent Corporations and the nature and amount of securities of EPR-FL which the holders of shares of EPR-KY Common Stock are to receive in exchange for such shares are as follows:

3.1 EPR-KY Common Stock. Each one (1) share of EPR-KY Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be surrendered and of no force and effect.

3.2 Surrender of Certificates. At the Effective Date, all certificates evidencing outstanding shares of EPR-KY Common Stock shall be surrendered. At the Effective Date, all shares of EPR-KY Common Stock which shall then be held in its treasury, if any, shall cease to exist, and all certificates representing such shares shall be canceled.

4. Miscellaneous

4.1 This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan of Merger by the sole shareholder of EPR-KY, if the Board of Directors of EPR-KY duly adopt a resolution abandoning this Plan of Merger. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan of Merger by the sole shareholder of EPR-FL, if the Board of Directors of EPR-FL duly adopt a resolution abandoning this Plan of Merger.

4.2 This Plan of Merger may be amended at any time by a written agreement executed by both parties. Each party may amend this Plan through approval by its respective Board of Directors, at any time prior to the filing of the Articles of Merger with the Florida Department of State, provided that any amendment made subsequent to the adoption of this Plan by the sole shareholder of EPR-KY shall not alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the merger or consolidation, or alter or change any of the terms and conditions of this Plan if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

4.3 The registered office of EPR-FL in the State of Florida is located at 1638 Blue Heron Lane, Fernadina Beach, FL 32034. The name and address of its registered agent is Jamie B. Estes, 1638 Blue Heron Lane, Fernadina Beach, FL 32034.

4.4 The Surviving Corporation agrees that it may be sued in Kentucky for any prior obligation of EPR-KY, and any constituent corporation qualified under Section 14A.4-010 of the Kentucky Revised Statutes, and any obligation thereafter incurred by the resulting or Surviving Corporation, so long as any liability remains outstanding against the Surviving Corporation in Kentucky, and it hereby appoints the Kentucky Secretary of State or his successor in office to act as its registered agent in Kentucky, to accept service of process in any action for the enforcement of any such obligation.

4.5 For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, or Certificate of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument. Facsimile or electronic signatures (including signatures via DocuSign or similar signature service), shall have the same force and effect as original signatures on this Plan.

IN WITNESS WHEREOF, this Plan of Merger has been executed by Estes Public Relations, Inc., a Kentucky corporation, and Estes Public Relations, Inc., a Florida corporation, on the date first written above.

ESTES PUBLIC RELATIONS, INC.
a Kentucky corporation

Jamie Estes

Jamie Estes (Apr 21, 2022 15:32 EDT)

By: _____

Print Name: Jamie B. Estes

Title: President

ESTES PUBLIC RELATIONS, INC.
a Florida corporation

Jamie Estes

Jamie Estes (Apr 21, 2022 15:32 EDT)

By: _____

Print Name: Jamie B. Estes

Title: President