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Michael G. Adams
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Received and Filed:
10/24/2023 2:54 PM
Fee Receipt: \$50.00

ARTICLES OF MERGER
OF
U.S.H.C., L.L.C.
INTO
USHC ACQUISITION, INC.

Pursuant to the provisions of the Kentucky Business Corporation Act Chapter 271B and Chapter 275 of the Kentucky Revised Statutes, the undersigned entities (collectively, the “**Constituent Entities**”) hereby adopt the following Articles of Merger for the purpose of merging **U.S.H.C., L.L.C.**, a Kentucky limited liability company, with and into **USHC Acquisition, Inc.**, a Kentucky corporation, which shall be the surviving entity in the Merger.

- FIRST:** The names of each of the Constituent Entities are U.S.H.C., LLC and USHC Acquisition, Inc. U.S.H.C., L.L.C. is a limited liability company organized under the laws of the Commonwealth of Kentucky. USHC Acquisition, Inc. is a corporation organized under the laws of the Commonwealth of Kentucky.
- SECOND:** The **Plan of Merger** duly authorized and approved by each of the Constituent Entities is attached hereto as **EXHIBIT A** and is hereby incorporated by reference as a part of these Articles of Merger.
- THIRD:** The name of the surviving entity shall be **USHC Acquisition, Inc.**, a Kentucky corporation.
- FOURTH:** The Plan of Merger was duly adopted by the Members, Shareholders and Directors of each of the Constituent Entities on October 9, 2023.
- FIFTH:** The merger shall be effective October 29, 2023.

Dated: October 9, 2023.

U.S.H.C., L.L.C.

USHC ACQUISITION, INC.

By: Steven W. Willis

By: Steven W. Willis

Name: Steven W. Willis

Name: Steven W. Willis

Title: Member

Title: President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger (the "**Agreement**") is made and entered into the 9th day of October, 2023, by and among **USHC Acquisition, Inc.**, a Kentucky corporation ("**USHC Acquisition**"), 3926 West Highway 146, LaGrange, Kentucky 40031, and **U.S.H.C., L.L.C.**, a Kentucky corporation ("**U.S.H.C., L.L.C.**"), 3926 West Highway 146, LaGrange, Kentucky 40031.

WHEREAS, USHC Acquisition is a corporation organized and existing under the laws of the Commonwealth of Kentucky;

WHEREAS, U.S.H.C., L.L.C. is a limited liability company organized and existing under the laws of the Commonwealth of Kentucky;

WHEREAS, Steven W. Willis owns 90% and Earl C. Mullins owns 10% of the issued and outstanding stock of USHC Acquisition (the "**USHC Acquisition Shareholders**");

WHEREAS, Steven W. Willis owns 90% and Earl C. Mullins owns 10% of the issued and outstanding stock of U.S.H.C., L.L.C. (the "**U.S.H.C., L.L.C. Members**");

WHEREAS, the USHC Acquisition Shareholders, the U.S.H.C., L.L.C. Members and the Boards of Directors of USHC Acquisition and the Members of U.S.H.C., L.L.C. deem the merger of U.S.H.C., L.L.C. with and into USHC Acquisition, under and pursuant to the terms and conditions herein set forth, desirable and in the best interest of USHC Acquisition and U.S.H.C., L.L.C., and the Boards of Directors of USHC Acquisition and the Members of U.S.H.C., L.L.C. have adopted resolutions approving this plan of merger, a true and correct copy of which are attached hereto as Exhibits A and B; and

WHEREAS, the parties desire that U.S.H.C., L.L.C. merge with and into USHC Acquisition upon the terms and conditions set forth herein and in accordance with the laws of the Commonwealth of Kentucky.

NOW, THEREFORE, in consideration of the mutual terms and conditions herein contained, and intending to be legally bound, it is agreed between the parties hereto as follows:

ARTICLE 1 THE MERGER

1.1 **Merger, Surviving Corporation, Name.** In accordance with the provisions of this Agreement, the appropriate provisions of the Kentucky Business Corporation Act Chapter 271B and Chapter 275 of the Kentucky Revised Statutes ("**KRS**"), effective October 29, 2023 (the "**Effective Time**"), U.S.H.C., L.L.C. shall be merged with and into USHC Acquisition (the "**Merger**"), and USHC Acquisition shall be the surviving corporation in the Merger (hereinafter sometimes called the "**Surviving Corporation**") and shall continue its corporate existence under the laws of the Commonwealth of Kentucky. At the Effective Time, the separate existence of U.S.H.C., L.L.C. shall cease. All properties, franchises and rights belonging to USHC Acquisition and U.S.H.C., L.L.C., by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving

Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each of USHC Acquisition and U.S.H.C., L.L.C. The name of the Surviving Corporation shall be **USHC Acquisition, Inc.**

1.2 **Conversion of Member's Interest.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the membership interests of U.S.H.C., L.L.C. owned by the Members immediately prior to the Effective Time shall be converted into the right to receive stock of USHC Acquisition as set forth in 1.6(a) below.

1.3 **Articles of Incorporation.** The Articles of Incorporation of USHC Acquisition as in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

1.4 **Bylaws.** The Bylaws of USHC Acquisition in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein or by law.

1.5 **Directors and Officers.** The directors and officers of USHC Acquisition shall serve as directors and officers of the Surviving Corporation following the Effective Time.

1.6 **Effect on Capital Stock.**

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the membership interests of U.S.H.C., L.L.C. owned by the U.S.H.C., L.L.C. Members shall be converted into a total of 1,000 shares of the common voting stock of USHC Acquisition.

(b) As a result of the Merger, and without any action on the part of the holders thereof, at the Effective Time, all membership interests of U.S.H.C., L.L.C. shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate which immediately prior to the Effective Time represented any such membership interest of U.S.H.C., L.L.C. shall thereafter cease to have any rights with respect to such membership interest of U.S.H.C., L.L.C., except as provided herein or by law.

[END OF TEXT – SIGNATURE PAGE AND EXHIBITS FOLLOW]

IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement and Plan of Merger Agreement as of the date first above written.

U.S.H.C., L.L.C.

By: *Steven W. Willis*

Name: Steven W. Willis

Title: Member

USHC ACQUISITION, INC.

By: *Steven W. Willis*

Name: Steven W. Willis

Title: President

EXHIBIT A

**RESOLUTIONS OF
BOARD OF DIRECTORS AND SHAREHOLDERS OF
USHC ACQUISITION, INC.**

RESOLVED, that the proposed merger (the “Merger”) of USHC Acquisition, Inc., a Kentucky corporation (the “Company”), with U.S.H.C., L.L.C., a Kentucky limited liability company (the “Corporation”), with USHC Acquisition, Inc. being the surviving corporation after the Merger, be and is hereby approved;

FURTHER RESOLVED, that the President and/or Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Company.

EXHIBIT B

**RESOLUTIONS OF
MEMBERS OF
U.S.H.C., L.L.C.**

RESOLVED, that the proposed merger (the “Merger”) of USHC Acquisition, Inc., a Kentucky corporation (the “Corporation”), with U.S.H.C., L.L.C., a Kentucky limited liability company (the “Company”), with USHC Acquisition, Inc. being the surviving corporation after the Merger, be and is hereby approved;

FURTHER RESOLVED, that either of the Members or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Company.