

0745509.06tsemones
ADD**Michael G. Adams**
Kentucky Secretary of State
Received and Filed:
12/15/2022 1:05 PM
Fee Receipt: \$40.00

**Plan of Conversion
for
Alliance Comfort Systems Inc.**

This Plan of Conversion for Alliance Comfort Systems Inc., a Kentucky corporation, sets forth the terms pursuant to which the corporation will be converted to a domestic limited liability company:

1. Name of Converting Entity: The name of the domestic converting corporation is Alliance Comfort Systems Inc.
2. Name of Converted Entity: Alliance Comfort Systems Inc. elects to convert into Alliance Comfort Systems, LLC, a Kentucky limited liability company.
3. Manner and Basis of Conversion of Shares: As of the date and time a Statement of Conversion and new Articles of Organization are filed with the Secretary of State of the State of Kentucky (the "Effective Time"), all outstanding shares of Alliance Comfort Systems Inc. shall be automatically converted into a single 100% membership interest in Alliance Comfort Systems, LLC, which shall be held by MSHC, Inc., a Delaware limited liability company and the sole shareholder of the converting entity.
4. Articles of Organization of Converted Entity: Attached hereto as Exhibit A are the Articles of Organization of Alliance Comfort Systems, LLC.

Signature page follows

IN WITNESS WHEREOF, the Converting Entity has caused this Plan of Conversion to be executed by its duly authorized representative as of the date first set forth above.

ALLIANCE COMFORT SYSTEMS INC.

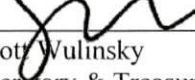
By: 
Name: Scott Wulinsky
Title: Secretary & Treasurer

Exhibit A

Articles of Organization



**COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE**

Division of Business Filings
P.O. Box 718
Frankfort, KY 40602
(502)564-3490
www.sos.ky.gov

**ARTICLES OF ORGANIZATION
FOR
ALLIANCE COMFORT SYSTEMS, LLC**

November 30, 2022

Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

1. The name of the limited liability company is: Alliance Comfort Systems, LLC
2. The street address of the limited liability company's initial registered office in Kentucky is: 306 West Main Street, Suite 512, Frankfort, Kentucky 40601. And the name of the initial registered agent at that office is: C T Corporation System.
3. The mailing address of the limited liability company's initial principal office is: 7200 Distribution Drive, Louisville, Kentucky 40258.
4. The limited liability company is to be managed by: its member(s).
5. These articles will be effective upon filing.

[Signature page follows]

I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.



Signature of Organizer

Scott Wulinsky, Secretary & Treasurer
Printed Name & Title

11/30/2022
Date

I, C T Corporation System, consent to serve as the registered agent on behalf of the limited liability company.



Signature of Registered Agent

Meredith Hellwig, Assistant Secretary
Printed Name

12/01/2022
Date