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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF MERGER
OF

LONG FORK COAL COMPANY, LLC, a Kentucky limited liability company, **HARLAN RECLAMATION SERVICES LLC**, a Virginia limited liability company, **MILL BRANCH COAL, LLC**, a Virginia limited liability company, **NORTH FORK COAL CORPORATION**, a Virginia corporation, and **PIGEON CREEK PROCESSING CORPORATION**, a Virginia corporation,

With and Into

APPALACHIA HOLDING COMPANY, LLC,
a Virginia limited liability company

Dated: June 15, 2023
Effective: June 30, 2023

Pursuant to the provisions of Kentucky Revised Statutes § 275.360, the undersigned entities executed the following Articles of Merger:

FIRST: The name of the surviving limited liability company is Appalachia Holding Company, LLC, a Virginia limited liability company (“**AHC**”), and the names of the corporations being merged into this surviving limited liability company are Long Fork Coal Company, LLC, a Kentucky limited liability company (“**LFCC**”), Harlan Reclamation Services LLC, a Virginia limited liability company (“**HRS**”), Mill Branch Coal, LLC, a Virginia limited liability Company (“**MBC**”), North Fork Coal Corporation, a Virginia corporation (“**NFCC**”), and Pigeon Creek Processing Corporation, a Virginia corporation (“**PCPC**”), together with LFCC, HRS, MBC, and NFCC, the “**AHC Subs**”).

SECOND: As set forth above, the surviving limited liability company is Appalachia Holding Company, LLC, a Virginia limited liability company, and the Articles of Organization and Operating Agreement of AHC, as in effect at the Effective Time (as defined

below), shall continue in full force and effect as the Articles of Organization and Operating Agreement of the Surviving Company.

THIRD: AHC is the sole member or shareholder of each of the AHC Subs. The Agreement and Plan of Merger (the “**Plan of Merger**”), attached hereto as **Exhibit A**, was approved, adopted, certified, executed, and acknowledged by the AHC Subs and AHC as of the date contained in the Plan of Merger.

FOURTH: The physical address of AHC is 300 Running Right Way, Julian, West Virginia 25529, and the mailing address is P.O. Box 261, Julian, West Virginia 25529.

FIFTH: The merger shall be effective at 12:00 a.m. June 30, 2023 (the “**Effective Time**”).

SIXTH: Pursuant to Kentucky Revised Statutes § 275.360, AHC (i) agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of any of the AHC Subs organized in Kentucky as well as for enforcement of any obligation of AHC arising from the merger, and (ii) appoints the Kentucky Secretary of State as its agent for service of process in any such proceeding and requests that the Kentucky Secretary of State mail a copy of any such process to AHC at P.O. Box 261, Julian, West Virginia 25529.

SEVENTH: The executed Plan of Merger is on file at 340 Martin Luther King Jr., Blvd., Bristol, Tennessee 37620.

SEVENTH: A copy of the Plan of Merger will be furnished by AHC on request and without cost to any member or shareholder of the AHC Subs or to any member of AHC.

[Remainder of page left intentionally blank. Signature pages follow.]

IN WITNESS WHEREOF, the surviving business entity, AHC, and the merging business entities, the AHC Subs, have caused these Articles of Merger to be signed by an authorized person of each such business entity as of the date first set forth above.

LONG FORK COAL COMPANY, LLC,
a Kentucky limited liability company

By: _____

Name: Russell S. Lambert

Title: Manager and President

HARLAN RECLAMATION SERVICES LLC,
a Virginia limited liability company

By: _____

Name: Thomas M. Keith

Title: Manager and President

MILL BRANCH COAL, LLC,
a Virginia limited liability company

By: _____

Name: Thomas M. Keith

Title: Manager and President

NORTH FORK COAL CORPORATION,
a Virginia corporation

By: _____

Name: Thomas M. Keith

Title: President


A

IN WITNESS WHEREOF, the surviving business entity, AHC, and the merging business entities, the AHC Subs, have caused these Articles of Merger to be signed by an authorized person of each such business entity as of the date first set forth above.


LONG FORK COAL COMPANY, LLC,
a Kentucky limited liability company

By: _____
Name: Russell S. Lambert
Title: Manager and President


HARLAN RECLAMATION SERVICES LLC,
a Virginia limited liability company

By: 
Name: Thomas M. Keith
Title: Manager and President

MILL BRANCH COAL, LLC,
a Virginia limited liability company


By: 
Name: Thomas M. Keith
Title: Manager and President

NORTH FORK COAL CORPORATION,
a Virginia corporation

By: 
Name: Thomas M. Keith
Title: President

A

**PIGEON CREEK PROCESSING
CORPORATION,**
a Virginia corporation

By: 
Name: Thomas M. Keith
Title: President

APPALACHIA HOLDING COMPANY, LLC,
a Virginia limited liability company

By: _____
Name: Roger L. Nicholson
Title: Manager, President, and Secretary

**PIGEON CREEK PROCESSING
CORPORATION,**
a Virginia corporation

By: _____
Name: Thomas M. Keith
Title: President

APPALACHIA HOLDING COMPANY, LLC,
a Virginia limited liability company

By: Roger L. Nicholson
Name: Roger L. Nicholson
Title: Manager, President, and Secretary

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

(attached)

AGREEMENT AND PLAN OF MERGER

Merging

LONG FORK COAL COMPANY, LLC, a Kentucky limited liability company, **HARLAN RECLAMATION SERVICES LLC**, a Virginia limited liability company, **MILL BRANCH COAL, LLC**, a Virginia limited liability company, **NORTH FORK COAL CORPORATION**, a Virginia corporation, and **PIGEON CREEK PROCESSING CORPORATION**, a Virginia corporation,

WITH AND INTO

APPALACHIA HOLDING COMPANY, LLC,
a Virginia limited liability company

This **AGREEMENT AND PLAN OF MERGER** (the “**Plan**”) dated this 15th day of June, 2023, and effective as of the 30th day of June, 2023, pursuant to and in accordance with the provisions of the Kentucky Limited Liability Company Act, the Virginia Stock Corporation Act, and the Virginia Limited Liability Company Act (collectively, the “**Act**”), of Long Fork Coal Company, LLC, a Kentucky limited liability company (“**LFCC**”), Harlan Reclamation Services LLC, a Virginia limited liability company (“**HRS**”), Mill Branch Coal, LLC, a Virginia limited liability Company (“**MBCC**”), North Fork Coal Corporation, a Virginia corporation (“**NFCC**”), and Pigeon Creek Processing Corporation (“**PCPC**”, together with LFCC, HRS, MBC, and NFCC, the “**Merging Companies**”), with and into Appalachia Holding Company, LLC, a Virginia limited liability company (“**AHC**” or the “**Surviving Company**,” and with the Merging Companies and Surviving Company being sometimes hereinafter collectively referred to as the “**Constituent Entities**” and individually a “**Constituent Entity**”), provides:

1. **Merging Entities.** The Merging Companies, being LFCC, HRS, MBC, NFCC, and PCPC, shall be merged with and into AHC, the Surviving Company, as of the Effective Time (as defined below) of the merger.

2. **Surviving Entity.** AHC, a Virginia limited liability company, shall continue in existence after the merger as the surviving company and shall be governed by the Virginia Limited Liability Company Act. The separate legal existence of the Merging Companies shall cease. The physical address of AHC is 300 Running Right Way, Julian, West Virginia 25529, and the mailing address is P.O. Box 261, Julian, West Virginia 25529.

3. **Effective Time and Date.** The merger shall become effective as of 12:00 a.m. June 30, 2023 (the “**Effective Time**”), to the fullest extent allowed by law.

4. **Terms and Conditions; Effect of Merger.** The merger shall be on the terms and conditions set forth in this Plan. The merger shall have the effects set forth in the Act and this Plan.

5. **Membership Interests and Shares of Stock of Constituent Entities.**

a. **Surviving Company.** Each membership interest and/or membership unit and any rights to acquire membership interests and/or membership units of the Surviving Company which shall be issued and outstanding at the Effective Time shall remain issued and outstanding.

b. **Merging Companies.** Each membership interest, membership unit, share of stock, and any rights to acquire any membership interests, membership units, and shares of stock of the Merging Companies which shall be issued and outstanding at the Effective Time shall be cancelled.

6. **Articles of Organization and Operating Agreement of Surviving Company Continue in Effect.** The Articles of Organization and Operating Agreement of the Surviving Company, as in effect at the Effective Time, shall continue in full force and effect as the Articles of Organization and Operating Agreement of the Surviving Company.

7. **Manager of the Surviving Company.** The manager of the Surviving Company immediately prior to the Effective Time shall be the manager of the Surviving Company after the merger and shall hold office until his or her respective successor is duly elected and qualified, or his or her earlier death, resignation, or removal.

8. **Officers of the Surviving Company.** The officers of the Surviving Company immediately prior to the Effective Time shall be the officers of the Surviving Company after the merger and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation, or removal.

9. **Succession of Rights and Property.** At the Effective Time, the merger shall take effect, and the Surviving Company shall succeed to the rights, assets, and liabilities of each of the Merging Companies in accordance with the provisions of the Act. Without limiting the generality of the foregoing, upon the merger becoming effective, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, contracts, and other assets of every kind and description of each of the Merging Companies shall be transferred to, vested in, and devolve upon the Surviving Company without further act or deed, and all assets, property, rights, and every other interest of the Surviving Company and each of the Merging Companies shall be as effectively the property of the Surviving Company as they were of the Surviving Company and each of the Merging Companies.

10. **Articles of Merger.** Upon the due approval and adoption of this Plan by members, directors, and shareholders of the Constituent Entities, as required by the Act, each of the Constituent Entities hereby authorizes the filing of the Articles of Merger with the Office of the Secretary of State of Kentucky and with the State Corporation Commission of the Commonwealth of Virginia in accordance with applicable law.

11. **Actions Effecting Merger.** Upon the due approval and adoption of this Plan by the members, directors, and shareholders of each Constituent Entity, the officers of each Constituent Entity are hereby authorized and directed to take all actions necessary and desirable to effect the merger.

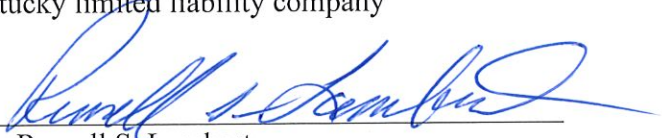
12. Amendment to Plan. Pursuant to Kentucky Revised Statutes § 275.355 and Virginia Code § 13.1-716 and § 13.1-1070(D), this Plan may be amended prior to the Effective Time of the Articles of Merger, as the states of Kentucky or Virginia may require, upon the unanimous approval of the members, directors, and shareholders of each of the Constituent Entities.

13. Supplemental Action. The Constituent Entities shall take such supplemental and further action as may be desired or required to effect the merger. If at any time after the Effective Time the Surviving Company shall determine that any further conveyances, deeds, agreements, documents, instruments, and assurances, or any further actions, are necessary or desirable to vest, perfect, confirm, or record in the Surviving Company the title to any assets, property, rights, privileges, powers, and franchises of each of the Merging Companies, or to otherwise carry out the provisions of this Plan, including but not limited to the payment of any sums, the officers of each of the Merging Companies shall execute or cause to be executed, and shall deliver, upon the request of the Surviving Company, any and all proper conveyances, deeds, agreements, documents, instruments, and assurances, and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Company or otherwise to carry out the provisions of this Plan.

[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be duly executed as of the date first set forth above.

LONG FORK COAL COMPANY, LLC,
a Kentucky limited liability company

By: 
Name: Russell S. Lambert
Title: Manager and President

HARLAN RECLAMATION SERVICES LLC,
a Virginia limited liability company

By: _____
Name: Thomas M. Keith
Title: Manager and President

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a Virginia limited liability company

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