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Michael G. Adams
Kentucky Secretary of State

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**ARTICLES OF MERGER OF
BRAMCO PROPERTIES, INC. WITH AND INTO
BRAMCO PROPERTIES COMPANY**

To the Secretary of State of the State of Tennessee:

To the Secretary of State of the Commonwealth of Kentucky:

Pursuant to Section 48-21-107 of the Tennessee Business Corporation Act and 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) Bramco Properties, Inc., a Tennessee corporation ("Bramco TN"); and
 - (ii) Bramco Properties Company ("Bramco KY"), a Kentucky corporation.
 - (b) The name of the surviving corporation is Bramco Properties Company, which name will not be changed by this merger.
 - (c) The manner and basis of converting the shares of each corporation are as follows:
 - (i) Each share of common stock in the Bramco KY 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 Bramco TN 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 one share of common stock in Bramco KY.
 - (d) The Articles of Incorporation and Bylaws of Bramco KY, as in effect on the effective date of the merger, shall not be amended by the merger and shall continue in full force and effect as the Articles of Incorporation and Bylaws of the surviving corporation (until amended in accordance with applicable law).

2. The Agreement and Plan of Merger was duly authorized and approved by each constituent corporation in accordance with the laws applicable to such corporation. The merger was approved by the shareholders of both corporations as follows:

- (a) The outstanding shares of the Bramco TN are owned by a single shareholder. The merger was approved by the affirmative vote of the sole shareholder, which was sufficient for approval.
- (b) The outstanding shares of the Bramco KY are owned by a single shareholder. The merger was approved by the affirmative vote of the sole shareholder, which was sufficient for approval.

3. The effective date and time of the merger shall be 12:01 a.m. on July 1, 2024.

IN WITNESS WHEREOF, these Articles of Merger are executed by each constituent corporation as of June 24, 2024.


BRAMCO PROPERTIES, INC.

By: 
Michael T. Paradis, Chief Executive Officer

BRAMCO PROPERTIES COMPANY

By: 
Michael T. Paradis, Chief Executive Officer

Prepared by:


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