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Michael G. Adams
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**ARTICLES OF MERGER
OF
B & H TOOL WORKS, INC. OF ROCKCASTLE COUNTY
INTO
B & H TOOLWORKS, INC.**

Pursuant to the provisions of KRS 271B.11-040 and KRS 271B.11-050, B & H Toolworks, Inc., a Kentucky corporation (“Corporation”), does hereby adopt the following Articles of Merger:

ARTICLE I

The Plan of Merger whereby B & H Tool Works, Inc. of Rockcastle County (a Kentucky corporation) will be merged with and into the Corporation is attached hereto as Exhibit A and is incorporated herein by reference.

ARTICLE II

Because B & H Tool Works, Inc. of Rockcastle County is a wholly-owned subsidiary of the Corporation (“Subsidiary”), shareholder approval was not required.

ARTICLE III

There was no shareholder of the Subsidiary who did not waive the mailing requirement regarding the Plan of Merger.

ARTICLE IV

The effective date of these Articles of Merger shall be 11:59 p.m. on December 31, 2023.

WITNESS the signature of B & H Toolworks, Inc., by its President, on the 1st day of December, 2023.

B & H TOOLWORKS, INC.

By: 

Sammy J. Hammons, President

THIS INSTRUMENT WAS PREPARED BY:

W. Bradford Boone

W. Bradford Boone
STITES & HARBISON, PLLC
250 West Main Street, Suite 2300
Lexington, Kentucky 40507

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER is made as of the 1st day of December, 2023, by B & H Toolworks, Inc., a Kentucky corporation (“Corporation”).

WITNESSETH:

WHEREAS, the Corporation owns all of the stock of B & H Tool Works, Inc. of Rockcastle County, which is a Kentucky corporation (“Subsidiary”); and

WHEREAS, the Board of Directors of the Corporation has determined that it is advisable and in the best interest of the Corporation to liquidate the Subsidiary by means of a merger into the Corporation on the terms and conditions hereinafter set forth; and

WHEREAS, it is the intention of the Board of Directors of the Corporation that the merger of the Subsidiary into the Corporation constitute a complete liquidation of the Subsidiary in accordance with Section 332 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the Corporation agrees as follows:

I. THE MERGER

1.1 Merger. On the effective date of the merger (as hereinafter defined), the Subsidiary shall be merged into the Corporation, the Corporation shall be the surviving corporation, and the separate existence of the Subsidiary shall cease.

1.2 Transfer of All Properties. If at any time the Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers of the Subsidiary, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances of law, and do all things necessary or proper to carry out the provisions hereof.

II. CANCELLATION OF STOCK

2.1 Cancellation of Subsidiary Stock. Upon the effective date of the merger, each share of Subsidiary stock outstanding immediately prior to the effective date of the merger, and all rights in respect thereof, shall forthwith cease to exist and shall be cancelled.

2.2 Corporation Stock Remains Outstanding. The outstanding shares of the Corporation stock immediately prior to the effective date of the merger shall remain outstanding and will not change as a result of the merger.

III. EFFECTIVE DATE

3.1 Effective Date. After this Plan of Merger is approved by the Board of Directors of the Corporation, Articles of Merger shall be executed by the Corporation and an original (along with the necessary copies) shall be filed in the office of the Secretary of State of the Commonwealth of Kentucky. The merger shall be effective at 11:59 p.m. on December 31, 2023. Such date is herein referred to as the “effective date of the merger.”

IV. TERMINATION AND ABANDONMENT

4.1 Termination and Abandonment of Merger. This Plan of Merger may be abandoned at any time before the effective date of the merger by the Board of Directors of the Corporation.

WITNESS the signature of B & H Toolworks, Inc., by its President, as of the day and year first above written.

B & H TOOLWORKS, INC.

By: 

Sammy J. Hammons, President