

0776433.06kdcoleman
MRG**Michael G. Adams**
Kentucky Secretary of State

Received and Filed:

11/2/2022 10:43 AM

Fee Receipt: \$50.00

ARTICLES OF MERGER

Pursuant to the provisions of the Commonwealth of Kentucky Revised Statute 275.360, the undersigned (the "Constituent Entities") hereby adopt the following Articles of Merger for the purpose of merging Mako Industries, LLC, a Kentucky limited liability company ("Mako Industries"), with and into Waste Corporation of Tennessee, LLC, a Delaware limited liability company ("Waste Corporation of Tennessee"), which shall be the surviving entity in the merger (the "Merger").

FIRST: The names of each of the Constituent Entities are "Mako Industries, LLC" and "Waste Corporation of Tennessee, LLC". Mako Industries is organized under the limited liability company laws of the Commonwealth of Kentucky. Waste Corporation of Tennessee is organized under the limited liability company laws of the State of Delaware. Waste Corporation of Tennessee is authorized to do business in the Commonwealth of Kentucky under the name "WCA of Tennessee, LLC."

SECOND: Mako Industries shall merge with and into Waste Corporation of Tennessee, which shall be the surviving entity in the Merger.

THIRD: The certificate of formation and limited liability company agreement of Waste Corporation of Tennessee shall be its certificate of formation and limited liability company agreement after the Merger and shall not be amended in connection with the Merger.

FOURTH: The Constituent Entities have entered into a written Agreement and Plan of Merger, which has been approved by each Constituent Entity in accordance with KRS Section 275.350.

FIFTH: Waste Corporation of Tennessee agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of any constituent business entity party to the Merger that was organized under the laws of the Commonwealth of Kentucky, as well as for enforcement of any obligation of the surviving business entity arising from the Merger, and appoints the Secretary of State of the Commonwealth of Kentucky (the "Secretary of State") as its agent for service of process in any such proceeding. Waste Corporation of Tennessee hereby specifies the following as the address to which a copy of such process shall be mailed to it by the Secretary of State: c/o GFL Environmental Inc., 3301 Benson Drive, Suite 601, Raleigh, NC 27609.

SIXTH: The Merger is to become effective on November 4, 2022 at 11:59 P.M. Eastern Standard Time.


(Signature Page to Follow)

IN WITNESS WHEREOF, the undersigned have each caused these Articles of Merger to be signed by an authorized representative.

Waste Corporation of Tennessee, LLC,
a Delaware limited liability company

By: 
Name: Patrick Dovigi
Title: President

Mako Industries, LLC,
a Kentucky limited liability company

By: 
Name: Patrick Dovigi
Title: President