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PAOM**Michael G. Adams**
Kentucky Secretary of State
Received and Filed:
6/30/2023 2:57 PM
Fee Receipt: \$50.00

**ARTICLES OF MERGER
MERGING
HEINRICH HOSPITALITY GROUP 2023, INC.
WITH AND INTO
HEINRICH HOSPITALITY GROUP, INC.**

Pursuant to Section 271B.11-050 of the Kentucky Revised Statutes (the “**KRS**”), each of the undersigned hereby adopts the following Articles of Merger:

First: The Surviving Entity (as defined below), and Heinrich Hospitality Group 2023, Inc., a Kentucky corporation (the “**Non-Surviving Entity**”), have approved, executed and adopted an agreement and plan of merger (the “**Merger Agreement**”), whereby the Non-Surviving Entity is to merge with and into the Surviving Entity (as defined herein) in accordance with Section 271B.11-010 of the KRS.

Second: The name of the surviving corporation is Heinrich Hospitality Group, Inc., a Kentucky corporation (the “**Surviving Entity**”).

Third: The articles of incorporation of the Surviving Entity in effect at the effective time will be the articles of incorporation of the Surviving Entity until the same may thereafter be amended as provided under the KRS. No amendments or changes to the articles of incorporation of the Surviving Entity shall be effected by the Merger. The bylaws of the Surviving Entity as in effect immediately prior to the effective time will be the bylaws of the Surviving Entity until the same may thereafter be altered, amended or repealed as provided under the KRS. A copy of the Merger Agreement will be furnished by the Surviving Entity, on written request and without cost, to any stockholder of the Surviving Entity or any member of the Non-Surviving Entity, as applicable.

Fourth: The Merger Agreement was duly authorized and approved by each constituent business entity in accordance with KRS 275.350.

Fifth: The Surviving Entity agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of the Non-Surviving Entity, as well as for the enforcement of any obligation of the Surviving Entity.

Sixth: The Surviving Entity appoints the Kentucky Secretary of State as its agent for service of process in any such proceeding described in the fifth paragraph herein. The Surviving Entity may be served a copy of the process at 157 Chenault Road, Lexington, Kentucky 40502, which is the principal place of business of the Surviving Entity.

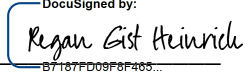
Seventh: These Articles of Merger are to become effective June 30, 2023.

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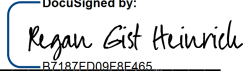
The undersigned sign these Articles of Merger subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. Each of the undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the KRS, or other law applicable to and governing each merging entity, to execute these Articles of Merger.

Date: June 30, 2023

Heinrich Hospitality Group 2023, Inc., a
Kentucky corporation

By: 
Name: Regan Gist Heinrich
Title: President

Heinrich Hospitality Group Inc., a Kentucky
corporation

By: 
Name: Regan Gist Heinrich
Title: President