

1169236.06

mmoore
MRG

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
2/16/2024 2:09 PM
Fee Receipt: \$50.00

ARTICLES OF MERGER.

Pursuant to Section 275.360 of the Kentucky Limited Liability Company Act, the undersigned limited liability company executed the following Articles of Merger:

1. The name of each constituent company is No Work No Check, LLC, a Kentucky limited liability company and No Work No Check, LLC, a Florida limited liability company.

2. The Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent companies and is attached hereto as Exhibit A.

3. The name of the surviving company is No Work No Check, LLC, a Florida limited liability company.

4. The Articles of Organization of the surviving company, as in effect immediately prior to the effective time of the merger, shall be the Articles of Organization of the surviving company.

5. The merger is to become effective on February 29, 2024, at 11:59 p.m.

6. The surviving company agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of any constituent company of Kentucky, as well as the enforcement of any obligation of the surviving company arising from this merger and irrevocably appoints the Secretary of the Commonwealth of Kentucky as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail a copy of any such process to the surviving corporation at 12285 W. Barnard Avenue, Greenfield, Wisconsin 53228.

7. A copy of the Agreement of Merger will be furnished by the surviving company on request, without cost, to any member of the constituent companies.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the surviving company has caused this certificate to be signed by sole member, the 15th of February 2024.

NO WORK NO CHECK, LLC

By: 

Name: Tyler Herro

Title: Sole Member

EXHIBIT A
PLAN OF MERGER

See attached.

AGREEMENT AND PLAN OF MERGER
of
NO WORK NO CHECK, LLC, a Kentucky limited liability company
with and into
NO WORK NO CHECK, LLC, a Florida limited liability company

THIS AGREEMENT AND PLAN OF Merger (hereinafter this "Plan"), is made and entered into as of February 15, 2024, by and between No Work No Check, LLC, a Kentucky limited liability company (hereinafter referred to as "Non-Surviving Entity"), and No Work No Check, LLC, a Florida limited liability company (hereinafter referred to as "Surviving Entity"), and collectively herein, Non-Surviving Entity and Surviving Entity will be sometimes referred to as the "Constituent Companies".

WITNESSETH:

WHEREAS, Non-Surviving Entity is a limited liability company duly organized and existing under the laws of the Commonwealth of Kentucky, and Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida;

WHEREAS, Non-Surviving Entity and Surviving Entity are both owned by Tyler Herro, the sole member ("Herro"); and

WHEREAS, Herro, as the sole member of both Non-Surviving Entity and Surviving Entity deems it advisable that Non-Surviving Entity be merged into Surviving Entity pursuant to this Plan, and the Constituent Companies respectively desire to so merge pursuant to this Plan and pursuant to the applicable provisions of the laws of the Commonwealth of Kentucky and the State of Florida.

NOW, THEREFORE, the Constituent Companies hereby agree in accordance with the applicable provisions of the laws of the Commonwealth of Kentucky and the State of Florida that Non-Surviving Entity shall be merged into Surviving Entity, which shall continue its existence and be the entity surviving the merger, upon the following terms and conditions of the merger hereby agreed upon (hereinafter referred to as the "Merger"):

ARTICLE I
EFFECTIVE TIME OF MERGER

At the effective time of the Merger, the separate existence of Non-Surviving Entity shall cease, and Non-Surviving Entity shall be merged into the Surviving Entity. Consummation of the Merger shall be deemed effective at 11:59 p.m. on February 29, 2024 (the "Effective Time").

ARTICLE II
GOVERNING LAW; ARTICLES OF INCORPORATION

The laws of the State of Florida shall govern Surviving Entity. The Articles of Organization Surviving Entity, at the effective time of the Merger, shall remain in effect, as the Articles of Organization of the Surviving Entity, until the same shall be further amended or altered in accordance with the provisions thereof.

ARTICLE III
MANNER AND BASIS OF CONVERTING MEMBERSHIP INTERESTS

By virtue of Herro being the sole member of the Non-Surviving Entity and the Surviving Entity, all membership interests in the Non-Surviving Entity existing immediately prior to the Effective Time shall be automatically cancelled and extinguished without consideration.

ARTICLE VI
TRANSFER OF ASSETS; ASSUMPTION OF LIABILITIES

From and after the effective time of the Merger, the Surviving Entity shall be liable and responsible for all the liabilities and obligations of the Constituent Companies.

ARTICLE VII
EFFECT OF THE MERGER

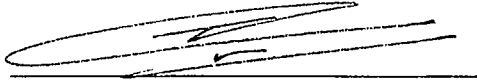
At the effective time of the Merger, the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, franchises and powers both of a public and a private nature; and be subject to all the restrictions, disabilities and duties of each of the Constituent Companies, and all the rights, privileges, immunities and powers of each of the Constituent Companies and all property, real, personal and mixed, and all debts due to either Constituent Company on whatever account, and all other property and rights belonging to each of said companies, shall be vested in the Surviving Entity.

This Plan has been signed by the sole member of the Constituent Companies as of the day and year first above written.

[SIGNATURE PAGE FOLLOWS]

NON-SURVIVING ENTITY:

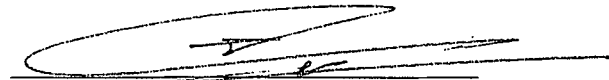
NO WORK NO CHECK, LLC, a Kentucky limited liability company

A handwritten signature in black ink, appearing to be 'Tyler Herro', written over a horizontal line.

Tyler Herro, Sole Member

SURVIVING ENTITY:

NO WORK NO CHECK, LLC, a Florida limited liability company

A handwritten signature in black ink, appearing to be 'Tyler Herro', written over a horizontal line.

Tyler Herro, Sole Member