

**ARTICLES OF MERGER**  
  
**of**  
**MARSHALL PLANING MILL, INC.,**  
**a Kentucky corporation**  
**with and into**  
**MARSHALL REALTY COMPANY**  
**a Kentucky corporation**

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**Michael G. Adams**  
**Kentucky Secretary of State**  
Received and Filed:  
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The following Articles of Merger are hereby executed and adopted as of December 31, 2022, pursuant to the provisions of subtitle 11 of the Kentucky Business Corporation Act for the purpose of merging (the "Merger") MARSHALL PLANING MILL, INC., a Kentucky corporation (the "Merging Entity"), with and into MARSHALL REALTY COMPANY, a Kentucky corporation (the "Surviving Entity"). The Surviving Entity does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations (the "Constituent Entities") of the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Marshall Planing Mill, Inc.	Kentucky
Marshall Realty Company	Kentucky

2. The Surviving Entity shall be the surviving corporation of the Merger, and its name shall be "Marshall Realty Company."


3. The Plan of Merger (the "Plan") is set forth on Exhibit A attached hereto and incorporated herein by reference, and the Plan has been approved in the manner required by law.

4. The Surviving Entity owns 100% of the outstanding capital stock of the Merging Entity, and shareholder approval for the Merger was not required from the shareholders of the Surviving Entity nor from the shareholders of the Merging Entity pursuant to the provisions of KRS 271B.11-040.


5. The Articles of Incorporation of the Surviving Entity shall be the Articles of Incorporation of the surviving corporation.

IN WITNESS WHEREOF, Marshall Realty Company has caused these Articles of Merger to be signed by the undersigned, its authorized officer, and these Articles of Merger shall become effective, as of December 31, 2022.

MARSHALL REALTY COMPANY

By:   
Name:  
Title:

This foregoing instrument  
prepared by:

  
Tom Halbleib  
STITES & HARBISON, PLLC  
400 West Market Street, Suite 1800  
Louisville, Kentucky 40202-3352

## **EXHIBIT A**

**PLAN OF MERGER**  
  
**of**  
**MARSHALL PLANING MILL, INC.**  
**a Kentucky corporation**  
**with and into**  
**MARSHALL REALTY COMPANY**  
**a Kentucky corporation**

This is the Plan of Merger for the merger of Marshall Planing Mill, Inc., which is a wholly-owned subsidiary of Marshall Realty Company, with and into Marshall Realty Company, in accordance with KRS 271B.11-040.

1. Names of Merging Entities. The names of each corporation planning to merge are (a) Marshall Planing Mill, Inc., a Kentucky corporation (the "Merging Entity"), and (b) Marshall Realty Company, a Kentucky corporation (the "Surviving Entity").
2. Survivor. The Surviving Entity shall be the survivor into which the Merging Entity shall merge pursuant to the provisions of Section 271B.11-040 of the Kentucky Business Corporation Act, and the Company's name shall continue to be "Marshall Realty Company."
3. Conversion of Shares. The manner and basis of exchanging the shares of the Surviving Entity for shares of the Merging Entity is that, upon consummation of the merger, each share of the Merging Entity's capital stock shall be canceled and retired and cease to exist, and no consideration shall be issued in respect thereof.