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PAOMMichael G. Adams  
Kentucky Secretary of State  
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**ARTICLES OF MERGER  
MERGING  
AMDX PROGNOSTX INCORPORATED  
WITH AND INTO  
PROGNOSTX HEALTH INC.**

Pursuant to Sections 271B.11-070 and 271B.11-050 of the Kentucky Revised Statutes (the “**KRS**”) and Title 8, Section 252 of the Delaware General Corporation Law (the “**DGCL**”), each of the undersigned hereby adopts the following Articles of Merger:

**First:** The Surviving Entity (as defined below), and AMDX PROGNOSTX INCORPORATED, a Kentucky corporation (the “**Non-Surviving Entity**”), have approved, executed and adopted an agreement of merger (the “**Merger Agreement**”), whereby the Non-Surviving Entity is to merge with and into the Surviving Entity in accordance with Title 8, Section 252 of the DGCL.

**Second:** The name of the surviving corporation is PrognostX Health Inc., a Delaware corporation (the “**Surviving Entity**”).

**Third:** A copy of the Merger Agreement is attached hereto as Exhibit A and will be furnished by the Surviving Entity, on written request and without cost, to any stockholder of the Surviving Entity or any shareholder of the Non-Surviving Entity, as applicable.

**Fourth:** The Merger Agreement was duly authorized and approved by the unanimous written consent of all shares of outstanding common stock of each constituent business entity (1,000 shares of common stock the Non-Surviving Entity and 5,000,000 shares of common stock of the Surviving Entity) in accordance with the laws applicable to such business entity.

**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 6508 Old Floydensburg Road, Ste-4, Pewee Valley, KY 40056, which is the principal place of business of the Surviving Entity.

**Seventh:** These Articles of Merger are to become effective when the document is accepted and filed by the Kentucky Secretary of State.

**SIGNATURES APPEAR ON THE FOLLOWING PAGES**

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: November 17, 2023

PrognostX Health Inc., a Delaware corporation

DocuSigned by:  
*Stephen Lee Carrithers*  
By: A24E2D535F46453...  
Name: Stephen L. Carrithers  
Title: Chairman of the Board

AMDX PROGNOSTX INCORPORATED, a  
Kentucky corporation

DocuSigned by:  
*Stephen Lee Carrithers*  
By: A24E2D535F46453...  
Name: Stephen L. Carrithers  
Title: President

**EXHIBIT A**

**MERGER AGREEMENT**

[Attached.]

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this “**Agreement**”) is made as of November 17, 2023, by and between AMDX PROGNOSTX INCORPORATED, a Kentucky corporation (the “**Merging Corporation**”) and PrognostX Health Inc., a Delaware corporation (the “**Surviving Corporation**”). The Surviving Corporation and the Merging Corporation are collectively referred to as the “**Constituent Entities**.”

WHEREAS, the shareholders and the board of directors of the Merging Corporation, acting in accordance with the Kentucky Business Corporation Act (the “**Kentucky Act**”), have approved the merger of the Merging Corporation with and into the Surviving Corporation, upon the terms and subject to the conditions set forth in this Agreement; and

WHEREAS, the stockholders and the board of directors of the Surviving Corporation, acting in accordance with the Delaware General Corporation Law (the “**Delaware Act**”), have approved the merger of the Merging Corporation with and into the Surviving Corporation, upon the terms and subject to the conditions set forth in this Agreement; and

WHEREAS, for US federal income tax purposes, the parties intend that the Merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises set forth below, the parties hereto agree as follows:

1. **Merger.** The Surviving Corporation and the Merging Corporation agree to merge, upon the terms and conditions set forth in this Agreement, pursuant to Sections 271B.11-010 through 271B.11-070 of the Kentucky Act and Sections 251 and 252 of the Delaware Act (the “**Merger**”). At the Effective Time (as defined below), the Merging Corporation will be merged with and into the Surviving Corporation in accordance with the laws of the State of Kentucky and the State of Delaware, and the separate existence of the Merging Corporation will thereupon cease.

2. **Effective Date.** The Merger will be effective as of the date that a Certificate of Merger is filed with the office of the Secretary of State of Delaware and Articles of Merger are filed with the office of the Secretary of State of Kentucky, whichever is later (the “**Effective Time**”).

3. **Transfer of Assets and Liabilities.** At the Effective Time, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of the Merging Corporation shall be vested in and possessed by the Surviving Corporation, subject to all of the restrictions, disabilities and duties of or upon the Merging Corporation, and all and any singular rights, privileges, powers and franchises of the Merging Corporation, and all property, real, personal and mixed, of the Merging Corporation, and all debts due to the Merging Corporation on whatever account, and all things in action or belonging to the Merging Corporation shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any real estate vested by deed or otherwise in the Merging Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Merging Corporation shall not be affected and all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against the Merging Corporation may be prosecuted as if the Merger had not been consummated (except as they may be modified with the consent of such creditors), or the

Surviving Corporation may be substituted in such action or proceeding for said Merging Corporation, and all debts, liabilities and duties of or upon the Merging Corporation shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

4. Treatment of Shares of the Merging Corporation. As of the Effective Time, by virtue of the Merger and without any action on the part of the shareholders of the Merging Corporation, the shares of common stock of the Merging Corporation that were outstanding prior to the Effective Time will be canceled and extinguished and cease to exist, and no payment will be made with respect thereto. No change shall be effected by the Merger in the outstanding shares of common stock of the Surviving Corporation.

5. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation in effect at the Effective Time will be the Certificate of Incorporation of the Surviving Corporation until the same may thereafter be amended as provided under the Delaware Act. No amendments or changes to the Certificate of Incorporation of the Surviving Corporation shall be effected by the Merger.

6. Bylaws. The Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time will be the Bylaws of the Surviving Corporation until the same may thereafter be altered, amended or repealed as provided under the Delaware Act.

7. Officers and Directors. The officers and directors of the Surviving Corporation at the Effective Time will continue as the officers and directors of the Surviving Corporation until the election and qualification of their successors as provided in the Bylaws of the Surviving Corporation and the Delaware Act.

8. Section 368(a)(i)(F). The Merger is U.S. federal income tax free pursuant to Section 368(a)(i)(F) of the Internal Revenue Code of 1986, as amended.

9. Approvals. The terms of this Agreement have been approved by (a) the shareholders and board of directors of the Merging Corporation, and (b) the stockholders and board of directors of the Surviving Corporation, in accordance with the laws of each of the Constituent Entities respective states.

10. Further Assurances. The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

11. Counterparts. This Agreement may be executed in counterparts, both of which, when taken together, shall constitute a single instrument. This Agreement may be delivered in electronic, facsimile, or portable document format (PDF), and be deemed to be an original instrument.

**[Signature Page Follows]**

IN WITNESS WHEREOF, the parties hereto have executed, or caused to be executed, this Agreement as of the date first above written.

**SURVIVING CORPORATION**

PrognostX Health Inc., a Delaware corporation

DocuSigned by:  
*Stephen Lee Carrithers*  
By: A21E2D535F46453...  
Name: Stephen L. Carrithers  
Title: Chairman of the Board

**MERGING CORPORATION**

AMDX PROGNOSTX INCORPORATED,  
A Kentucky corporation

DocuSigned by:  
*Stephen Lee Carrithers*  
By: A21E2D535F46453...  
Name: Stephen L. Carrithers  
Title: President