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Michael G. Adams
Kentucky Secretary of State
Received and Filed:
10/28/2022 11:10 AM
Fee Receipt: \$50.00

ARTICLES OF MERGER

OF

ALGOOD FOOD COMPANY LLC,
a Kentucky limited liability company

and

ALGOOD FOOD COMPANY LLC,
a Delaware limited liability company

To the Secretary of State
Commonwealth of Kentucky

Pursuant to the provisions of the Kentucky Limited Liability Company Act, the domestic limited liability company and the foreign limited liability company herein named do hereby submit the following Articles of Merger.

1. The name of the surviving Limited Liability Company is Algood Food Company LLC, a Delaware limited liability company (the “**Surviving Company**”).
2. The name of the Limited Liability Company being merged into Survivor is Algood Food Company LLC, a Kentucky limited liability company (the “**Merged Company**”).
3. The Plan of Merger was unanimously approved and adopted by the members of the Merged Company and the Surviving Company.
4. Effective as of October 28, 2022 at 11:59 p.m., eastern standard time (the “**Effective Time**”) the Merged Company shall merge with and into the Surviving Company, with the Surviving Company being the entity surviving the merger (the “**Merger**”) and that immediately following the Merger, all of the estate, property, rights, contracts, privileges, immunities, powers, and franchises of the Merged Company shall be vested in and held and enjoyed by the Surviving Company as fully and entirely and without change or diminution as the same were held and enjoyed by the Merged Company before the Merger. The Surviving Company shall retain limited liability.
5. At the Effective Time, the Merged Company shall merge with and into the Surviving Company, and by virtue of the Merger, all membership interests of the Merged Company shall be surrendered and cancelled. Each membership interest of the Surviving Company outstanding immediately prior to the Effective Time shall continue as an identical membership interest of the Surviving Company immediately after the Effective Time.


6. The Certificate of Formation of the Surviving Company, as in effect immediately prior to the Effective Time, shall be and remain in effect, without change or amendment, as the Certificate of Formation of the Surviving Company at and after the Effective Time until altered, amended or repealed in accordance with the provisions set forth therein, the Limited Liability Company Operating Agreement of the Surviving Company and/or the Delaware Limited Liability Company Act.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Surviving Company and the Merged Company have each caused these Articles of Merger to be executed by its duly authorized representative as its act, deed and agreement on this 28th of October, 2022.


Algood Food Company LLC
(a Delaware limited liability company)

By: Algood Food Holdings, Inc., its sole member

By: 
Name: Nicolas Melhuish
Title: President

Algood Food Company LLC
(a Kentucky limited liability company)

By: Algood Food Holdings, Inc., its sole member

By: 
Name: Nicolas Melhuish
Title: President