

**ARTICLES OF MERGER  
OF  
R. L. CRAIG COMPANY, INC.**  
*(a Kentucky corporation)*  
**INTO  
R. L. CRAIG COMPANY, LLC**  
*(a Delaware limited liability company)*

Pursuant to the Delaware Limited Liability Company Act (the “**DE LLC Act**”) and the Kentucky Business Corporation Act (the “**KyBCA**”), the undersigned entities have adopted these Articles of Merger for filing with the Kentucky Secretary of State in accordance with Sections 271B.11-050, 271B.11-080 of the KyBCA as follows:

1. The constituent business entities which are to merge are:
  - a. R. L. Craig Company, Inc., a Kentucky corporation (the “**KY Corporation**”) incorporated April 9, 1980; and
  - b. R. L. Craig Company, LLC, a Delaware limited liability company (“**DE LLC**”) organized March 10, 2025.
2. KY Corporation is merged with and into DE LLC and the surviving business entity is DE LLC. The name of the surviving business entity is “R. L. Craig Company, LLC.”
3. The Certificate of Formation of DE LLC, as in effect on the effective date of the merger, shall continue in full force and effect as the Certificate of Formation of the surviving entity, DE LLC, and shall not be changed or amended by the merger.
4. The merger and the plan of merger (“**Plan of Merger**”) were duly authorized and approved by each constituent business entity in accordance with Title 6, Section 18-209 of the DE LLC Act, and Sections 271B.11-030, 271B.11-080 of the KyBCA.
5. The Plan of Merger is on file at the principal executive office address of the surviving limited liability company located at 11524 Commonwealth Drive, Louisville, Kentucky 40299. A copy of the Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic LLC or any persons holding an interest in any other entity which is or was a party to the merger.
6. DE LLC:
  - a. Agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of DE LLC arising from this merger; and

- b. Appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any proceeding described in 6(a) above, and advises the Secretary of State that any such process may be mailed to it at:

R. L. Craig Company, LLC  
11524 Commonwealth Drive  
Louisville, Kentucky 40299

7. The representatives of KY Corporation and DE LLC have been authorized to execute these Articles of Merger.
8. The effective date and time of this merger shall be when the Certificate of Merger is filed and accepted by the Secretary of State of Delaware, in accordance with its terms.

*[Signature Page Follows]*

IN WITNESS WHEREOF, these Articles of Merger are executed by each constituent business entity.

**R. L. CRAIG COMPANY, INC.**  
a Kentucky corporation

**R. L. CRAIG COMPANY, LLC**  
a Delaware limited liability company

By: E. Matherly  
[ ] President

By: E. Matherly  
[ ] President

**AGREEMENT AND PLAN OF MERGER**  
**BY AND BETWEEN**  
**R. L. CRAIG COMPANY, INC.**  
*(a Kentucky corporation)*  
**AND**  
**R. L. CRAIG COMPANY, LLC**  
*(a Delaware limited liability company)*

R. L. Craig Company, Inc., a Kentucky corporation (the “**Corporation**”), and R. L. Craig Company, LLC, a Delaware limited liability company (the “**LLC**”), hereby adopt this Agreement and Plan of Merger (this “**Agreement**”), as follows:

**ARTICLE I**

The parties hereby agree to effect a merger by and between (i) R. L. Craig Company, Inc., a Kentucky corporation, and (ii) R. L. Craig Company, LLC, a Delaware limited liability company. The entity to survive the merger is R. L. Craig Company, LLC, a Delaware limited liability company.

**ARTICLE II**

The Plan of Merger is as follows:

(a) Upon the terms and subject to the conditions set forth in this Agreement and in accordance with the Delaware Limited Liability Company Act (the “**LLC Act**”) and the Kentucky Business Corporation Act (the “**KyBCA**”) and specifically section 271B.11-080 thereof, at the effective time of the Merger, the Corporation shall be merged with and into the LLC (the “**Merger**”), and the separate existence of the Corporation shall cease. The LLC shall be the surviving entity in the Merger and shall continue to be a limited liability company organized under the laws of Delaware.

(b) The limited liability of the Corporation and the LLC shall be retained by LLC as the surviving entity following the effective time of the Merger

(c) At such time as is mutually agreed upon by the LLC and the Corporation, such parties shall cause (i) a properly executed certificate of merger (the “**Delaware Certificate**”) conforming to the requirements of the LLC Act to be filed with the Secretary of State of the State of Delaware and (ii) a properly executed articles of merger (the “**Kentucky Certificate**”) conforming to the requirements of the KyBCA to be filed with the Secretary of State of the Commonwealth of Kentucky. The parties hereto shall also make all other filings or recordings required by applicable law in connection with the Merger.

(d) The Merger shall have the effects set forth in this Agreement and the applicable provisions of KyBCA (including without limitation Section 271B.11-050 thereof) and the LLC Act (including without limitation Section 18-209(g) thereof).

(e) The manner and basis of converting the equity interests of the Corporation and the LLC are as follows:

(i) Each share of capital stock of the Corporation, which is issued and outstanding immediately before the merger, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one membership interest unit in the LLC; and

(ii) Each unit of membership interest in the LLC outstanding immediately before the merger, shall, by virtue of the merger and without the payment of any consideration, as of the effective date of the merger shall remain outstanding.

(f) The Certificate of Formation of the LLC, as in effect on the effective date of the merger, shall otherwise continue in full force and effect as the Certificate of Formation of the surviving entity, the LLC.

(g) The LLC reserves the right and power, after the effective date of the merger, to alter, amend, change, or repeal any of the provisions contained in its Certificate of Formation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, managers or members herein are subject to this reservation.

(h) The Operating Agreement of the LLC, as such Operating Agreement exists on the effective date of this merger, shall remain and be the Operating Agreement of the surviving entity, the LLC, binding upon all of the members regardless of whether or not executed by each such member, until altered, amended, or repealed, or until a new Operating Agreement shall be adopted in accordance with the provisions thereof, the Certificate of Formation and applicable law.

(i) On the effective date of the merger, the separate existences of the Corporation shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be vested in the LLC, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by the LLC to evidence such vesting of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of the Corporation by the last acting officers thereof, or by the corresponding officers or members of the LLC.

(j) The effective time and date of the merger shall be when the Certificate of Merger is filed and accepted by the Secretary of State of Delaware, in accordance with its terms.

### ARTICLE III

3.1. This Agreement was duly approved by the Board of Directors and Shareholder of the Corporation on March 11, 2025, in the manner and by the vote required by the laws of the Commonwealth of Kentucky.

3.2. This Agreement was duly approved by the members of the LLC on March 11, 2025, in the manner and by the vote required by the laws of the State of Delaware.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, this Agreement and Plan of Merger has been executed by R. L. Craig Company, Inc., a Kentucky corporation, and R. L. Craig Company, LLC, a Delaware limited liability company as of March 11, 2025.

**R. L. CRAIG COMPANY, INC.,**  
a Kentucky corporation

**R. L. CRAIG COMPANY, LLC,**  
a Delaware limited liability company

By: E. Martin L. [Signature]  
[ ] President

By: E. Martin L. [Signature]  
[ ] President