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Michael G. Adams
Kentucky Secretary of State
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Fee Receipt: \$50.00

**ARTICLES OF MERGER
OF BERT THIN FILMS, LLC
WITH AND INTO
BERT THIN FILMS, INC.**

Pursuant to Section 275.360 of the Kentucky Limited Liability Company Act (the “**KLLCA**”), Bert Thin Films Inc., a Delaware corporation (“**Bert Thin Films Delaware**”), hereby delivers to the Secretary of State of the Commonwealth of Kentucky these Articles of Merger for the purpose of merging Bert Thin Films, LLC, a Kentucky limited liability company (“**Bert Thin Films Kentucky**”), with and into Bert Thin Films Delaware.

1. The name and jurisdiction of formation of each constituent business entity that is to merge are (a) Bert Thin Films, LLC, which was organized as a limited liability company under the laws of the Commonwealth of Kentucky; and (b) Bert Thin Films, Inc., which was organized as a corporation under the laws of the State of Delaware.

2. An Agreement and Plan of Merger (the “**Plan of Merger**”) is attached as Exhibit A and made a part hereof. Pursuant to the Plan of Merger, Bert Thin Films Kentucky will merge with and into Bert Thin Films Delaware in accordance with the laws of the Commonwealth of Kentucky and with the laws of the State of Delaware.

3. The name of the surviving business entity is “Bert Thin Films, Inc.”

4. The Plan of Merger was approved by each constituent business entity in accordance with KRS 275.350 as follows:

(a) The Plan of Merger was approved by the written consent of the Managers and of the Members of Bert Thin Films Kentucky holding a majority of the outstanding shares of Bert Thin Films Kentucky, which was sufficient to approve the Plan of Merger on behalf of Bert Thin Films Kentucky.

(b) The Plan of Merger was approved by the written consent of the Board of Directors and of the sole Stockholder of Bert Thin Films Delaware, which was sufficient to approve the Plan of Merger on behalf of Bert Thin Films Delaware.

5. Bert Thin Films Delaware agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of Bert Thin Films Kentucky, as well as for enforcement of any obligation of the surviving business entity arising from the merger. Bert Thin Films Delaware appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any such proceeding. A copy of any such process should be mailed to the surviving business entity at:

Bert Thin Films, Inc.
625 Myrtle St.
Louisville, KY 40208

6. The effective time of these Articles of Merger is February 23, 2024.

[Signature Page Follows]

IN WITNESS WHEREOF, each constituent business entity has caused these Articles of Merger to be executed by an authorized individual.

BERT THIN FILMS, LLC

By: 
Name: Thad Druffel
Title: Chief Executive Officer

BERT THIN FILMS, INC.

By: 
Name: Thad Druffel
Title: Chief Executive Officer

EXHIBIT A

Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER
OF BERT THIN FILMS, LLC
WITH AND INTO
BERT THIN FILMS, INC.**

This Agreement and Plan of Merger (this “**Agreement**”) is made as of February 23, 2024, by and among Bert Thin Films, LLC, a Kentucky limited liability company (“**Bert Thin Films Kentucky**”), and Bert Thin Films, Inc., a Delaware corporation (“**Bert Thin Films Delaware**”). Bert Thin Films Kentucky and Bert Thin Films Delaware are referred to herein as the “**Parties**”.

RECITAL

WHEREAS, the Board of Managers of Bert Thin Films Kentucky and the Board of Directors of Bert Thin Films Delaware, respectively, have determined that it is advisable and generally to the advantage and welfare of the Parties and their respective members or stockholders that Bert Thin Films Kentucky merge with and into Bert Thin Films Delaware under the provisions of the Kentucky Limited Liability Company Act (the “**KLLCA**”) and the Delaware General Corporation Law (the “**DGCL**”).

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and the promises and mutual agreements herein and of the mutual benefits hereby provided, it is agreed by and between the Parties as follows:

Section 1 - Merger

1.1. **Constituent Entities**. The constituent business entities that are to merge are (a) Bert Thin Films, LLC, a Kentucky limited liability company, and (b) Bert Thin Films, Inc., a Delaware corporation.

1.2. **Merger; Retention of Limited Liability**. In accordance with the provisions of this Agreement, the KLLCA, and the DGCL, Bert Thin Films Kentucky will merge with and into Bert Thin Films Delaware (the “**Merger**”), the separate existence of Bert Thin Films Kentucky will cease, and Bert Thin Films Delaware will be, and is sometimes referred to below as, the “**Surviving Entity**”. The name of the Surviving Entity is “Bert Thin Films, Inc.” The Surviving Entity will retain limited liability.

1.3. **Filing and Effectiveness**. The effectiveness of the Merger is conditioned upon the completion of the following actions:

(a) Adoption and approval of this Agreement and the Merger by the Board of Directors and sole Stockholder of Bert Thin Films Delaware and by the Managers and Members of Bert Thin Films Kentucky in accordance with the requirements of the KLLCA and the DGCL;

(b) Filing effective and executed Articles of Merger with the Secretary of State of the Commonwealth of Kentucky; and

(c) Filing an effective and executed Certificate of Merger with the Secretary of State of the State of Delaware.

Subject to the foregoing, the Merger shall become effective on February 23, 2024 (the “**Effective Time**”).

1.4. **Effect of the Merger.** At the Effective Time, the separate existence of Bert Thin Films Kentucky will cease and Bert Thin Films Delaware, as the Surviving Entity, will (a) continue to possess all of its assets, rights, powers, and property as constituted immediately prior to the Effective Time and retain its limited liability, (b) succeed, without other transfer, to all of the assets, rights, powers, and property of Bert Thin Films Kentucky in the manner more fully set forth in the KLLCA and the DGCL, (c) continue to be subject to all of the debts, liabilities, and obligations of Bert Thin Films Delaware as constituted immediately prior to the Effective Time, and (d) succeed, without other transfer, to all of the debts, liabilities and, obligations of Bert Thin Films Kentucky in the same manner as if Bert Thin Films Delaware had itself incurred them, all as more fully provided under the applicable provisions of the KLLCA and the DGCL.

Section 2 - Charter Documents; Directors; Officers

2.1. **Certificate of Incorporation and Bylaws.** In connection with the Merger, the Certificate of Incorporation and Bylaws of Bert Thin Films Delaware as in effect immediately prior to the Effective Time will continue in full force and effect immediately after the Effective Time as the Certificate of Incorporation and Bylaws of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law. No changes to Bert Thin Films Delaware’s Certificate of Incorporation are desired to be effected by the Merger.

2.2. **Directors and Officers.** The directors and officers of Bert Thin Films Kentucky immediately prior to the Effective Time will be the directors and officers of the Surviving Entity until their successors are duly elected and qualified or as otherwise provided by law or by the Certificate of Incorporation or Bylaws of the Surviving Entity.

Section 3 - Manner of Conversion of Shares

3.1 **Bert Thin Films Kentucky Common Shares.** Upon the Effective Time, by virtue of the Merger and without any action by the Parties, each Common Share of Bert Thin Films Kentucky held by each Member of Bert Thin Films Kentucky immediately prior to the Effective Time shall be converted into one (1) share of Common Stock, \$0.0001 par value, of Bert Thin Films Delaware.

3.2 **Bert Thin Films Kentucky Series Seed I Preferred Shares.** Upon the Effective Time, by virtue of the Merger and without any action by the Parties, each Series Seed I Preferred Share of Bert Thin Films Kentucky held by each Member of Bert Thin Films Kentucky immediately prior to the Effective Time shall be converted into one (1) share of Series Seed I Preferred Stock, \$0.0001 par value, of Bert Thin Films Delaware.

3.3 **Bert Thin Films Kentucky Series Seed II Preferred Shares.** Upon the Effective Time, by virtue of the Merger and without any action by the Parties, each Series Seed II Preferred

Share of Bert Thin Films Kentucky held by each Member of Bert Thin Films Kentucky immediately prior to the Effective Time shall be converted into one (1) share of Series Seed II Preferred Stock, \$0.0001 par value, of Bert Thin Films Delaware.

3.4 **Bert Thin Films Delaware Stock.** Upon the Effective Time, by virtue of the Merger and without any action by the Parties, each share of Common Stock of Bert Thin Films Delaware held by Bert Thin Films Kentucky immediately prior to the Effective Time shall be cancelled.

Section 4 - General

4.1. **Further Assurances.** From time to time, as and when required by Bert Thin Films Delaware or by its successors or assigns, Bert Thin Films Kentucky will execute and deliver such deeds and other instruments, and Bert Thin Films Kentucky will take or caused to be taken such further actions, as are appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Bert Thin Films Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of Bert Thin Films Kentucky and otherwise to carry out the purposes of this Agreement. The officers and directors of Bert Thin Films Delaware are fully authorized in the name and on behalf of Bert Thin Films Kentucky or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2. **Registered Office.** The registered office of the Surviving Entity in the State of Delaware is located at 108 Lakeland Avenue, in the City of Dover, County of Kent, Delaware 19901. Capitol Services, Inc. is the registered agent of the Surviving Entity at such address.

4.3. **Agreement.** Executed copies of this Agreement will be on file at the principal place of business of the Surviving Entity, and copies thereof will be furnished to any stockholder or Member of either Party, upon request and without cost.

4.4. **Governing Law.** This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Delaware without regard to its conflict of law principles.

4.5 **Counterparts; Electronic Delivery.** This Agreement may be executed in any number of counterparts, each of which is deemed an original and all of which together constitute one instrument. A signed copy of this Agreement delivered by facsimile, email, or other means of electronic transmission is deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

Section 5 - Amendment; Termination

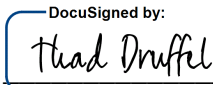
Prior to the filing of an executed Certificate of Merger with the Secretary of State of the State of Delaware and executed Articles of Merger with the Secretary of State of the Commonwealth of Kentucky, this Agreement may be terminated at any time by the written consent of both the Board of Directors of Bert Thin Films Delaware and the Managers of Bert Thin Films

Kentucky whether before or after approval by the Stockholder of Bert Thin Films Delaware or the Members of Bert Thin Films Kentucky.

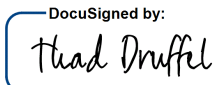
[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the date first set forth above.

BERT THIN FILMS, LLC

By: 
Name: Thad Druffel
Title: Chief Executive Officer

BERT THIN FILMS, INC.

By: 
Name: Thad Druffel
Title: Chief Executive Officer