

ARTICLES OF MERGER MERGING
DEVELOPMENTTOOLS, PLLC
(KENTUCKY) WITH AND INTO
DEVELOPMENTTOOLS, PLLC
(TENNESSEE)

1104874.06

mmoore
MRG

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
1/13/2025 4:19 PM
Fee Receipt: \$50.00

Pursuant to Section 275.360 of the Kentucky Revised Statutes (the “KRS”), and Section 48-249-702 of the Tennessee Code Annotated (the “TCA”), each of the undersigned hereby adopts the following Articles of Merger:

FIRST: The Surviving Entity (as defined below), and Developmenttools, PLLC, a Kentucky professional limited liability company (the “Non-Surviving Entity”), have approved, executed, and adopted an agreement and plan of merger (the “Merger Agreement”), whereby the Non-Surviving Entity is to merge with and into the Surviving Entity in accordance with Section 48-249-702 of the TCA.

SECOND: The name of the surviving corporation is Developmenttools, PLLC, a Tennessee professional limited liability company (the “Surviving Entity”).

THIRD: The articles of organization of the Surviving Entity in effect at the effective time will be the certificate of incorporation of the Surviving Entity until the same may thereafter be amended as provided under the TCA. No amendments or changes to the articles of organization of the Surviving Entity shall be affected by the Merger. The operating agreement of the Surviving Entity as in effect immediately prior to the effective time will be the operating agreement of the Surviving Entity until the same may thereafter be altered, amended, or repealed as provided under the TCA. A copy of the Merger Agreement will be furnished by the Surviving Entity, on written request and without cost, to any member of the Surviving Entity or any member of the Non-Surviving Entity, as applicable.

FOURTH: The Merger Agreement was duly authorized and approved by each constituent business entity in accordance with KRS 275.350.

FIFTH: The Surviving Entity agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding or 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 2882 Lyncrest Drive, Nashville, TN 37214, which is the principal place of business of the Surviving Entity.

SEVENTH: These Articles of Merger are to become effective January 13, 2024.

The undersigned sign these Articles of Merger subject to the penalties imposed by law of the submission of 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.

Developmenttools, PLLC,
A Kentucky professional limited liability company

By: Alison Sims
Alison Sims, Owner

Developmenttools, PLLC,
A Tennessee professional limited liability company

By: Madeline Mello
Madeline Mello, Owner