

ARTICLES OF MERGER
OF
TECHNIDYNE CORPORATION
WITH AND INTO
INDUSTRIAL PHYSICS PRODUCT INTEGRITY, INC.

Pursuant to Kentucky Revised Statutes Section 271B.11-050, the undersigned surviving corporation of the merger executes and delivers the following Articles of Merger dated 15 December 2022:

Article I. On the Effective Date set forth in Article VI., **Technidyne Corporation** (hereinafter "Technidyne"), a business corporation organized under the laws of the Commonwealth of Kentucky (organization number: 0050677) shall be merged with and into **Industrial Physics Product Integrity, Inc.** (hereinafter "Industrial"), a business corporation organized under the laws of the State of Maine (the "Merger").

Article II. The separate corporate existence of Technidyne (except as may be continued by operation of law) shall cease, and Industrial shall continue as the surviving business entity, all with the effects provided by applicable law. Industrial, in its capacity as the surviving business entity of the Merger, is hereinafter sometimes referred to as the "Surviving Business Entity."

Article III. At the time of filing, the shares of capital stock of Technidyne issued and outstanding immediately prior to the filing, by virtue of the merger and without any action by Technidyne, Industrial or any other person, be automatically canceled and, in exchange therefore, the Industrial shall issue to its shareholder the number of shares equal to the number of shares of capital stock of Technidyne so cancelled, and no other cash or securities or other property shall be payable to the Industrial in respect thereof.

Article IV. No amendments to the Articles of Incorporation of the Surviving Business Entity were made or required resulting from the merger.

Article V. The Plan of Merger was duly approved as of 15 December 2022 by the sole shareholder of both constituent entities to the Merger, **Industrial Physics, Inc.** (a Delaware corporation) as follows:

- (a) Industrial Physics, Inc., the sole shareholder of all capital stock of Industrial Physics Product Integrity, Inc., voted all 226,190 outstanding common shares of Industrial Physics Product Integrity, Inc. in favor of the Merger; and

- (b) Industrial Physics, Inc., the sole shareholder of all capital stock of Technidyne Corporation, voted all 1,000 outstanding common shares of Technidyne Corporation in favor of the Merger.

Article VI. The Effective Date of these Articles of Merger shall be **December 31, 2022**.

Article VII. In accordance with Kentucky Revised Statutes Section 271B.11-070(2), on the Effective Date, the Surviving Business Entity, hereby:

- (a) Appoints the Secretary of State of the Commonwealth of Kentucky (hereinafter "Commonwealth") as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the merger or share exchange;
- (b) Agrees that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger or share exchange the amount, if any, to which they are entitled under Subtitle 13; and
- (c) Agrees, to the extent required by Section 200 of the Kentucky Constitution, that the courts of this Commonwealth shall retain jurisdiction over that part of the corporate property within the limits of this Commonwealth in all matters which may arise, as if the transaction had not taken place.

Article VIII. These Articles of Merger may be executed in one or more counterparts, all of which taken together shall constitute one and the same instrument.

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[Signatures follow on next page(s)]

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed by their respective officers thereunto duly authorized, all as of the day and year first written above.

INDUSTRIAL PHYSICS PRODUCT
INTEGRITY, INC., a Maine corporation

By: Michael A. Thuon
Name: Michael Thuon
Its: Chief Financial Officer

TECHNIDYNE CORPORATION, a
Kentucky corporation

By: Michael A. Thuon
Name: Michael Thuon
Its: Chief Financial Officer