

STATE OF KENTUCKY
ARTICLES OF MERGER

OF

X-CALIBER CAPITAL CORP.
(a Kentucky corporation)

WITH AND INTO

X-CALIBER CAPITAL LLC
(a Delaware limited liability company)

Pursuant to Section 271B.11-050 of the Kentucky Revised Statutes, the undersigned have executed the following Articles of Merger:

- FIRST: The name of the surviving limited liability company is X-Caliber Capital LLC, a Delaware limited liability company (the “**Surviving Company**”), and the name of the corporation being merged into the Surviving Company is X-Caliber Capital Corp., a Kentucky corporation (the “**Merging Company**”).
- SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by both the Surviving Company and the Merging Company pursuant to the Kentucky Business Corporation Act and the Delaware Limited Liability Company Act.
- THIRD: A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A.
- FOURTH: Immediately prior to the Effective Time, (i) the Merging Company is authorized to issue is 1,000 shares of common stock, par value of \$0.00 per share; and (ii) 1,000 shares of common stock, par value of \$0.00 per share, were issued and outstanding. The sole stockholder of the Merging Company cast all of its votes for the merger contemplated by the Agreement and Plan of Merger.
- FIFTH: The name of the Surviving Company is X-Caliber Capital LLC.
- SIXTH: The merger shall become effective upon the filing of this Certificate of Merger (the “**Effective Time**”).
- SEVENTH: The certificate of formation of the Surviving Company, as in effect immediately prior to the merger, shall be the certificate of formation of the Surviving Company until changed or amended as provided by law.
- EIGHTH: The Agreement and Plan of Merger is on file at 3 W Main St, Irvington, New York 10533, a place of business of the Surviving Company.

NINTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any member of the Surviving Company or any constituent limited liability company, or any shareholder of the Merging Company or any constituent corporation.

TENTH: The Surviving Company agreed that it may be served with process in this Commonwealth of Kentucky in any proceeding for enforcement of any obligation of the Merging Company, as well as for enforcement of any obligation of the Surviving Company arising from the merger; and appoints the Secretary of State as its agent for service of process in any such proceeding. A copy of the process may be mailed to the Surviving Company by the Secretary of State at the following address: 3 W Main St, Irvington, New York 10533.

[Signatures on Following Page]

IN WITNESS WHEREOF, the Surviving Company and the Merging Company have caused these articles to be signed by an authorized person on December 29, 2022.

SURVIVING COMPANY:

X-CALIBER CAPITAL LLC,
a Delaware limited liability company

By: _____
Christopher M. Callahan, Manager

MERGING COMPANY:

X-CALIBER CAPITAL CORP.
a Kentucky corporation

By: _____
Christopher M. Callahan, President

EXHIBIT A

Agreement and Plan of Merger

[Attached]