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SUR
Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF MERGER
OF
THE OHIO HUMANE SOCIETY, INC.,
AN OHIO NONPROFIT CORPORATION
WITH AND INTO
LEARNING GROVE, INC.,
A KENTUCKY NONPROFIT CORPORATION

Pursuant to Section 273.293 of Kentucky Revised Statutes, the undersigned, Learning Grove, Inc., a Kentucky nonprofit corporation (the “Corporation”), hereby delivers to the Secretary of State of the Commonwealth of Kentucky these Articles of Merger (the “Articles”) for the purpose of merging The Ohio Humane Society, Inc., d/b/a FamiliesFORWARD, an Ohio nonprofit corporation (“FF”), with and into the Corporation.

1. The name and jurisdiction of incorporation of each constituent business entity that is to merge is:

<u>Name</u>	<u>Jurisdiction of Incorporation</u>
The Ohio Humane Society, Inc.	Ohio
Learning Grove, Inc.	Kentucky

2. The name of the surviving business entity is Learning Grove, Inc.
3. Pursuant to Section 273.293 of Kentucky Revised Statutes, the merger contemplated hereunder shall be approved by the Board of Directors of the Corporation due to the fact that the Corporation has no members.
4. An Agreement and Plan of Merger (the “Plan of Merger”) is attached hereto as Exhibit A. Pursuant to the Plan of Merger, FF will merge with and into the Corporation in accordance with the laws of the Commonwealth of Kentucky and with the laws of the State of Ohio.
5. The Plan of Merger and the Articles were duly authorized and approved by a majority vote of the Board of Directors of the Corporation at a meeting held on August 22, 2022.
6. The articles of incorporation and bylaws of Learning Grove, Inc., as the surviving business entity, will not be amended as a result of the merger.
7. The merger is to become effective on the date set forth in the Plan of Merger.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Merger to be executed by an authorized individual.

Learning Grove, Inc., a Kentucky nonprofit corporation

By: Michael J. Hammons
Name *Michael J. Hammons*
Title *vice President of Advocacy*

EXHIBIT A
Agreement and Plan of Merger

PLAN OF MERGER

This Plan of Merger (the “Plan”) provides for the merger of The Ohio Humane Society, Inc., d/b/a FamiliesFORWARD, into Learning Grove, Inc.

1. **Nature of Merger.** This merger complies with the requirements of Kentucky and Ohio state laws on the merger of nonprofit organizations as set forth in Chapter 273 of the Kentucky Revised Statutes and Chapter 1702 of the Ohio Revised Code, respectively.
2. **Nonsurviving Corporation.** The Nonsurviving Corporation is The Ohio Humane Society, Inc., d/b/a FamiliesFORWARD, an Ohio non-profit corporation (the “Nonsurviving Corporation”) with its principal office at 2400 Reading Road, Cincinnati, Ohio 45202.
3. **Surviving Corporation.** The Surviving Corporation is Learning Grove, Inc, a Kentucky non-profit corporation (the “Surviving Corporation”) with its principal office at 333 Madison Avenue, Covington, Kentucky, 41011. The Surviving Corporation shall continue to exist as a corporation under the laws of the Commonwealth of Kentucky.
4. **Name of Surviving Corporation.** The name of the Surviving Corporation shall be Learning Grove, Inc.
5. **Effective Date.** This merger shall take effect as of January 1, 2023 (“Effective Date”).
6. **No Interests in Nonsurviving Corporation.** No interests in the Nonsurviving Corporation are required to be surrendered and/or exchanged.
7. **Assets and Liabilities of Nonsurviving Corporation.** Upon the Effective Date, all assets and liabilities of the Nonsurviving Corporation shall be treated for all purposes as being transferred and assigned by operation of law to the Surviving Corporation, which on and after the Effective Date will be the owner of all such assets and will be fully obligated with respect to each liability of the Nonsurviving Corporation.
8. **Cessation of Corporate Existence.** Upon the Effective Date, the Nonsurviving Corporation shall cease to exist for all purposes under Ohio state law and shall be treated as dissolved and liquidated.
9. **Approval.** This Plan has been approved by the Members and Board of Trustees of Nonsurviving Corporation as required by Ohio Rev. Code Ann. § 1702.43. This Plan has also been approved by the Board of Directors of the Surviving Corporation as required by KRS § 273.283.
10. **Federal Income Tax Treatment.** The Nonsurviving Corporation and the Surviving Corporation intend that this Plan effect no change in the form of entity for federal income tax purposes and that the merger is not a taxable event.

11. **No Amendments.** No amendments to the Articles of Incorporation or Bylaws of the Surviving Entity are being made as a part of or in the course of the merger.