

ARTICLES OF MERGER
MERGING
INNER JOIN TECHNOLOGIES LLC
WITH AND INTO
WENDAL INC.

1125080.09

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SUR

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
10/19/2022 12:54 PM
Fee Receipt: \$50.00

Pursuant to Section 275.350 of the Kentucky Revised Statutes (the “KRS”), and Title 8, Section 264 of the Delaware General Corporation Law (the “DGCL”), each of the undersigned hereby adopts the following Articles of Merger:

First: The Surviving Entity (as defined below), and Inner Join Technologies LLC, a Kentucky limited liability company (the “Non-Surviving Entity”), have approved, executed and adopted an agreement and plan of merger (the “Plan of Merger”), whereby the Non-Surviving Entity is to merge with and into the Surviving Entity in accordance with Title 8, Section 264 of the DGCL.

Second: The name of the surviving corporation is Wendal Inc., a Delaware corporation (the “Surviving Entity”).

Third: The certificate of incorporation 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 DGCL. No amendments or changes to the Certificate of Incorporation of the Surviving Entity shall be effected by the merger. The bylaws of the Surviving Entity as in effect immediately prior to the effective time will be the bylaws of the Surviving Entity until the same may thereafter be altered, amended or repealed as provided under the DGCL. A copy of the Plan of Merger will be furnished by the Surviving Entity, on written request and without cost, to any stockholder of the Surviving Entity or any member of the Non-Surviving Entity, as applicable.

Fourth: The Plan of Merger 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 for 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 910 Madison Avenue, Covington, KY 41011, which is the principal place of business of the Surviving Entity.

Seventh: These Articles of Merger are to become effective when the document is accepted and filed by the Kentucky Secretary of State.

SIGNATURES APPEAR ON THE FOLLOWING PAGE

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

Date: October 18, 2022

Wendal Inc., a Delaware corporation

By:  _____
Brad Zapp, Secretary

Inner Join Technologies LLC, a Kentucky
limited liability company

By: _____
Joseph Wendt, President

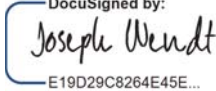
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