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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF MERGER
of
F. B. MCAFOOS & COMPANY, a Delaware corporation
with and into
AGRI-POWER, INC., a Kentucky corporation

Pursuant to KRS 271B.11-050, Agri-Power, Inc., a Kentucky corporation, hereby executes these Articles of Merger:

FIRST: Agri-Power, Inc., a Kentucky corporation (“API”) is the holder of 100% of the shares of the issued and outstanding capital stock of F. B. McAfoos & Company, a Delaware corporation (“FBM”).

SECOND: FBM shall be merged with and into API pursuant to the terms of the Plan and Agreement of Merger dated as of December 16, 2022 (the “Plan of Merger”), by and between API and FBM, a true and complete copy of which is attached hereto as Exhibit A and incorporated herein by reference.

THIRD: No shareholder approval was required.

FOURTH: The Merger of FBM with and into API shall be effective at 11:59 p.m. on December 31, 2022 (“Effective Time”). At the Effective Time, FBM shall cease to exist and API shall be the surviving corporation.

FIFTH: The Plan of Merger and the performance of its terms were duly authorized by all action required under the laws of the Commonwealth of Kentucky and the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Merger as of this December 16, 2022.

AGRI-POWER, INC.

By: 
Steve Hunt, President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER
of
F. B. MCAFOOS & COMPANY, a Delaware corporation
with and into
AGRI-POWER, INC., a Kentucky corporation

THIS PLAN AND AGREEMENT OF MERGER ("Plan of Merger") dated as of December 16, 2022, adopted and made by and between Agri-Power, Inc. a Kentucky corporation ("API") and F. B. McAfoos & Company, a Delaware corporation ("FBM").

WITNESSETH:

WHEREAS, API is a corporation organized and existing under the laws of the Commonwealth of Kentucky;

WHEREAS, FBM is a corporation organized and existing under the laws of the State of Delaware, the authorized capital stock of which consists of 1000 shares of common stock, of which at the date hereof 820 shares are issued and outstanding and owned by API;

WHEREAS, the board of directors of API and FBM deem the merger of FBM with and into API, under and pursuant to the terms and conditions herein set forth, desirable and in the best interests of the respective corporations and their respective shareholders, and the board of directors of API and FBM have adopted resolutions approving this Plan of Merger on December 16, 2022;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereto do hereby agree as follows:

1. The Merger. Subject to the terms and conditions of this Plan of Merger, at the Effective Time, which shall be at 11:59 p.m. on December 31, 2022, FBM shall be merged with and into API pursuant to the provisions of, and with the effect provided in, the Kentucky Business Corporation Act ("KBCA") and the General Corporation Law of the State of Delaware Business Corporation Law ("DGCL") (said transaction being hereinafter referred to as the "Merger"). At the Effective Time, the separate existence of FBM shall cease and API shall continue as the surviving entity.

2. Effect of Merger. At the Effective Time, the effect of the Merger shall be as provided by the applicable provisions of the KBCA and DGCL.

3. Articles of Incorporation and Bylaws. The articles of incorporation and the bylaws of API in effect immediately prior to the Effective Time shall be the articles of incorporation and the bylaws of API, as the surviving corporation, in each case until amended in accordance with applicable law.

4. Board of Directors and Officers. At the Effective Time, the board of directors and officers of API shall consist of the same persons serving as directors and officers of API immediately prior to the Effective Time.

5. Cancellation of FBM Stock. At the Effective Time, each share of FBM common stock outstanding

immediately prior to the Effective Time shall by virtue of the merger be cancelled and no cash, stock, or other property shall be delivered in exchange therefor.


6. Stock of API. The shares of capital stock of API issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, continue to be issued and outstanding.

7. Waiver of Mailing Requirement. API, as the sole shareholder of FBM, hereby waives the mailing requirement of KRS 271B.11-040(3).

8. Further Assurances. If at any time API shall determine that any further conveyances, documents or other actions are necessary or desirable to carry the terms of this Plan of Merger, the officers and directors of API, as of the Effective Time of this Merger, shall execute such conveyances and documents, or take such other action as they deem necessary and proper to effectuate this Plan of Merger.


IN WITNESS WHEREOF, the parties hereto have executed this Plan and Agreement of Merger as of the day and year first above written.

AGRI-POWER, INC.

By: 

Steve Hunt, President

F. B. MCAFOOS & COMPANY

By: 

Steve Hunt, President