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MRG**Michael G. Adams**
Kentucky Secretary of State
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**ARTICLES OF MERGER
OF
HARVEY BROTHERS, INC.
WITH AND INTO
HARVEY BROTHERS OHIO, INC.**

Pursuant to the provisions of Kentucky Revised Statutes Sections 271B.11-010, the undersigned corporations ("Constituent Entities") hereby adopt the following Articles of Merger for the purpose of merging **HARVEY BROTHERS, INC.**, a Kentucky corporation ("Target"), with and into **HARVEY BROTHERS OHIO, INC.**, an Ohio corporation ("Acquiring"), which shall be the surviving corporation in the merger:

1. **Plan of Merger.** Attached hereto as Exhibit A is a copy of the Plan of Merger ("Plan of Merger") adopted by each of the Constituent Entities, which Plan of Merger is incorporated by reference herein.

2. **Target's Ownership.** Target has issued and outstanding one hundred shares of stock, and each shareholder of Target was entitled to vote in accordance with their shares on the Plan of Merger.

3. **Acquiring Shares.** Acquiring has issued and outstanding one hundred shares of voting common stock, each of which shares was entitled to one vote in the Plan of Merger.

4. **Vote of Target Membership.** All one hundred percent of the Target's outstanding shares voted in favor of the Plan of Merger.

5. **Vote of Acquiring Shares.** All outstanding shares of the issued and outstanding voting common stock of Acquiring voted in favor of the Plan of Merger, pursuant to applicable governing law.

6. **Approval.** The number of votes cast for the Plan of Merger was sufficient for approval by each voting group.


7. **Applicability of KRS 271B.11-070.** Acquiring shall be organized under the laws of the State of Ohio, however Acquiring agrees with and acknowledges the applicability of KRS 271B.11-070.

8. **Effective Time.** The Merger shall be effective as of the filing date of the Articles of Merger.

[Signature Page Follows]

DATED: December 31, 2023

HARVEY BROTHERS, INC.,
a Kentucky corporation

By: 
Name: Stephen Kyle
Title: Shareholder

HARVEY BROTHERS OHIO, INC.,
an Ohio corporation

By: 
Name: Amy Kyle
Title: President

**PLAN OF MERGER
OF
HARVEY BROTHERS, INC.
WITH AND INTO
HARVEY BROTHERS OHIO, INC.**

This PLAN OF MERGER (“Merger Agreement”) was adopted effective as of the 31st day of December, 2023, by and between **HARVEY BROTHERS, INC.**, a Kentucky corporation (“Target”) and **HARVEY BROTHERS OHIO, INC.**, an Ohio corporation (the “Surviving Corporation” or “Harvey Ohio”).

**ARTICLE I
MERGER**

1.1 Merger; Effective Time. On and subject to the terms and conditions of this Agreement, Target shall be merged with and into Harvey Ohio (the “Merger”), following the filing of appropriate Articles and Certificate of Merger with the Secretaries of State of the States of Ohio and Kentucky (“Effective Time”). The separate corporate existence of Target shall thereupon cease, and the separate existence of Harvey Ohio, with all its purposes, objects, rights, privileges, powers, franchises, and interests, shall continue unaffected and unimpaired by the Merger. The Merger shall be pursuant to, and with the effect provided in, applicable provisions of Section 271B of the Kentucky Revised Statutes and Section 1701.78 of the Ohio Revised Code.

1.1.1 Surviving Corporation. Harvey Ohio shall be the surviving corporation in the Merger. On effectiveness of the Merger, the name of the Surviving Corporation shall be changed to “Harvey Brothers, Inc.”, an Ohio corporation.

1.2 Shares of the Constituent Entities and Consideration.

1.2.1 Cancellation of Shares. Each Target share held by the shareholders of Target, which is issued and outstanding immediately prior to the Effective Time, shall, ipso facto and without any action on the part of the holder thereof, become converted as a result of the Merger, so that each shareholder of Target previously shall own an equivalent percentage of the outstanding shares of Surviving Corporation.

1.3 Additional Terms of Merger.

1.3.1 Articles of Incorporation. The Articles of Incorporation of Harvey Ohio immediately prior to the Effective Time of the Merger shall be and remain in all respects the Articles of Incorporation of the Surviving Corporation following the Merger, except that an Amendment shall be filed so that the name of the Surviving Corporation is “Harvey Brothers, Inc.”.

1.3.2 Bylaws. The Bylaws of Harvey Ohio immediately prior to the Effective Time of the Merger shall be and remain in all respects the Bylaws of the Surviving Corporation following the Merger.

1.3.3 Officers and Directors. The persons who are officers and directors of the Surviving Corporation immediately before the Merger shall continue as directors and officers of the Surviving Corporation and shall hold office as provided in the Articles and Bylaws of the Surviving Corporation.

1.4 Effect of Merger. At and after the Effective Time:

1.4.1 Harvey Ohio shall possess all of the respective rights, privileges, powers, franchises and interests of Target in and to every type of property (real, personal and mixed), and choses in action, all of which shall be transferred to, and vested in, Harvey Ohio by virtue of the Merger without any deed or other transfer and without reversion or impairment. Any action or proceeding, whether civil, criminal or administrative, pending by or against Target may be continued as if the Merger did not occur, or Harvey Ohio may be substituted in the proceeding for Target in such action or proceeding.

1.4.2 Harvey Ohio shall be liable for all liability of Target, and all debts, liabilities, obligations and contracts of Target, whether matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on the respective balance sheets, books of account or records of Target, shall be those of Harvey Ohio and shall not be released or impaired by the Merger. Further, all rights of creditors and other obligees and all liens on properties of Target shall be preserved unimpaired.

1.5 Additional Actions. If, at any time after the Effective Time, Target shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (i) vest, perfect or confirm of record or otherwise, in Harvey Ohio its rights, title or interest in, to or under any of the rights, properties or assets of Target acquired or to be acquired by Harvey Ohio as a result of, or in connection with, the Merger, or (ii) otherwise carry out the purposes of this Agreement, Target and the proper officers and directors of Target shall be deemed to have granted to Harvey Ohio an irrevocable power of attorney to (a) execute and deliver all such proper deeds, assignments and assurances in law, (b) do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in Harvey Ohio, and (c) otherwise carry out the purposes of this Agreement. The proper officers and directors of Harvey Ohio are fully authorized in the name of Target or otherwise to take any and all such actions.

1.6 Agreement and Plan of Merger. For the purposes of Ohio Revised Code section 1701.78 and Kentucky Revised Statutes section KRS 271B.11-010, this Article I shall constitute the Agreement and Plan of Merger of Target and Harvey Ohio and the terms and conditions of the Merger. Harvey Ohio and Target shall file the Articles of Merger in the form that this document is attached to with Kentucky Secretary of State and a Certificate of Merger with the Ohio Secretary of State.