

**ARTICLES OF SHARE EXCHANGE
OF
SUMMIT SALES & MARKETING, INC.**

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PASE

Michael G. Adams
Kentucky Secretary of State
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Pursuant to the provisions of KRS 271B.11-020, -050, and -060, the undersigned Corporation adopts the following Articles of Share Exchange:

FIRST: The names of the Parties to the Share Exchange: Summit Sales & Marketing, Inc., a Kentucky corporation ("SSM" or the "Corporation"), on the one hand, and Summit North, Inc., a Kentucky corporation ("North"), and the holders of ordinary common shares of Summit North, Inc.: Troy Glordan, Michael Wurth, Shawn Prouty, and Robert Nate Cooke (the "North Shareholders"), on the other hand.

SECOND: The name of the acquiring Corporation is: Summit Sales & Marketing, Inc.

THIRD: The manner and basis of exchanging the shares to be acquired for shares, obligations, or other securities of the acquiring party: Subject to the terms and conditions set forth in a Plan of Reorganization and Share Exchange Agreement having an Effective Date of January 2, 2021, the North Shareholders shall assign, transfer, convey and deliver to SSM a total of 300 North Shares (representing 100% of the issued and outstanding common shares of North), and SSM shall accept such securities from the North Shareholders in exchange for the issuance to the North Shareholders of a total of 2,182.50 shares of common stock of SSM (the "Share Exchange").

FOURTH: The Board of Directors of Summit Sales & Marketing, Inc., recommended, approved and adopted the above Share Exchange and the shareholders of Summit Sales & Marketing, Inc. approved the above Share Exchange as of January 2, 2021 in the manner provided by Section 271B.11-030 of the Kentucky Revised Statutes.

FIFTH: The designation, number of the Corporation's outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the Share Exchange, and number of votes of each voting group indisputably represented at the meeting, were as follows:

<u>Designation of voting group</u>	<u>Number of outstanding shares</u>	<u>Number of votes entitled to be cast</u>	<u>Number of votes represented at meeting</u>
Common (only class)	7,817.50	7,817.50	7,817.50

SIXTH: The total number of votes cast by each voting group of the Corporation entitled to vote separately thereon for and against such amendment, respectfully, was:

<u>Voting Group</u>	<u>Number of Votes Cast</u>	
	<u>For</u>	<u>Against</u>
Common	7,817.50	0

IN WITNESS WHEREOF, witness my signature this 31 day of August, 2023.

SUMMIT SALES & MARKETING, INC.

By: Troy Glordan
Troy Glordan, Secretary

STATE OF KENTUCKY)
)SS
COUNTY OF JEFFERSON)

Subscribed, sworn to and acknowledged before me by Troy Glordan, Secretary of Summit Sales & Marketing, Inc. this 31st day of August, 2023.

My commission expires:



Anthony Raluy
NOTARY PUBLIC
State at Large, Kentucky
ID # 632605
My Commission Expires
November 21, 2023

AR
Notary Public, STATE AT LARGE

This instrument was prepared by:

Anthony Raluy

Anthony Raluy
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