

ARTICLES OF MERGER  
OF

Asmark Institute, Inc.  
(a Kentucky nonprofit corporation)

WITH AND INTO

Asmark Safety Organization, Inc.  
(a Kentucky nonprofit corporation)

FIRST: The name and state of organization of each of the constituent companies to the merger (the “Merger”) are as follows:

<u>Name</u>	<u>State of Organization</u>
Asmark Institute, Inc. (the “Target”)	Kentucky
Asmark Safety Organization, Inc. (the “Surviving Company”)	Kentucky

SECOND: A Plan of Merger, effective as of December 31, 2023 at 11:59 pm, attached hereto as Exhibit A (the “Plan of Merger”), has been approved, adopted, executed and acknowledged by the Target and the Surviving Company in accordance with Section 273.283(b) of the Kentucky Revised Statutes.

THIRD: The Target has no members. The Plan of Merger was adopted at a meeting of the board of directors of the Target held on September 7, 2023. The Plan of Merger received a vote of the majority of directors in office.

FOURTH: The Surviving Company has no members. The Plan of Merger was adopted at a meeting of the board of directors of the Surviving Company held on October 18, 2023. The Plan of Merger received a vote of the majority of directors in office.

FOURTH: Immediately following the effectiveness of the Merger, the name of the Surviving Company shall be “Asmark Safety Organization, Inc.”


*(signature page follows)*

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger.

ASMARK INSTITUTE, INC.

By:   
\_\_\_\_\_  
Name: Brian Mason  
Title: President

ASMARK SAFETY ORGANIZATION, INC.

By:   
\_\_\_\_\_  
Name: Amber Duke  
Title: Vice President

*[Certificate of Merger]*

Exhibit A

Plan of Merger

*Attached.*

## PLAN OF MERGER

This PLAN OF MERGER (this “Plan of Merger”) is made by and between Asmark Safety Organization, Inc., a Kentucky nonprofit corporation (the “Company”), and Asmark Institute, Inc., a Kentucky nonprofit corporation (the “Target”).

WHEREAS, the parties hereto are desirous of merging the Target with and into the Company;

WHEREAS, the boards of directors of the Company and of the Target have each approved and adopted this Plan of Merger providing for the merger (the “Merger”) of the Target with and into the Company in accordance with the applicable provisions of the Kentucky Revised Statutes and upon the terms and subject to the conditions set forth herein; and

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Company and the Target hereby agree as follows:

Section 1. *The Merger.* On the Effective Date (as defined herein), and subject to and upon the terms and conditions of this Plan of Merger and the Kentucky Revised Statutes, the Target shall be merged with and into the Company, the separate legal existence of the Target shall cease, and the Company shall continue as the surviving company (hereinafter sometimes referred to as the “Surviving Company”).

Section 2. *Effective Date.* Unless this Plan of Merger shall have been terminated, the parties hereto shall cause the Merger to be consummated by filing articles of merger as contemplated by the Kentucky Revised Statutes (the “Articles of Merger”), together with any required related certificates, with the Secretary of State of Kentucky, as appropriate, in such forms as required by, and executed in accordance with, the relevant provisions of the Kentucky Revised Statutes. The Merger shall become effective (the “Effective Date”) on December 31, 2023 at 11:59 pm, provided that the Articles of Merger shall have been filed on or prior to the Effective Date.

Section 3. *Effect of the Merger.* On the Effective Date, the effect of the Merger shall be as provided in this Plan of Merger, the Articles of Merger and the provisions of the Kentucky Revised Statutes. Without limiting the generality of the foregoing, and subject thereto, on the Effective Date, all the property, rights, privileges, powers and franchises of the Company and the Target shall vest in the Surviving Company, and all debts, liabilities and duties of the Company and the Target shall become the debts, liabilities and duties of the Surviving Company.

Section 4. *Name Change.*

(a) On the Effective Date, the name of the Surviving Company shall be “Asmark Safety Organization, Inc.”

Section 5. *Articles of Incorporation and Bylaws.*

(a) On the Effective Date, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Company until thereafter amended as provided by law and such Articles of Incorporation of the Surviving Company, provided that pursuant to Section 4 of this Plan of Merger, the name of the Surviving Company shall be “Asmark Safety Organization, Inc.”

(b) On the Effective Date, the Bylaws of the Company, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Company until thereafter amended.

Section 6. *Officers.* The officers of the Company immediately prior to the Effective Date shall be the initial officers of the Surviving Company, in each case until their respective successors are duly elected or appointed and qualified.

Section 7. *Governing Law.* This Plan of Merger shall be governed by and construed in accordance with the laws of Kentucky, without regard to conflicts of law principles.

Section 8. *Taking of Necessary Action; Further Action.* Each of the Company and the Target will take, and cause their affiliates to take, all such reasonable and lawful actions as may be necessary or appropriate in order to effectuate the Merger and the other transactions contemplated by this Plan of Merger in accordance with this Plan of Merger as promptly as possible. If, at any time after the Effective Date, any such further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Company with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Company and the Target, the officers of the Company and the Target immediately prior to the Effective Date are fully authorized in the name of their respective companies to take, and will take, all such lawful and necessary action.

Section 9. *Termination of Merger.* At any time after filing of the Articles of Merger with the Secretary of State of Kentucky, but prior to the Effective Date, the Company and the Target may terminate the Merger by mutual agreement and the filing of a certificate of termination in accordance with the Kentucky Revised Statutes.


*(signature page follows)*

IN WITNESS WHEREOF, this Plan of Merger has been executed by the duly authorized representatives of each of the above-named companies, effective as of the Effective Date. This Plan of Merger may be executed in counterparts, each of which when executed and delivered shall constitute an original and all such counterparts together constituting one and the same agreement.

ASMARK SAFETY ORGANIZATION, INC.

By:   
Name: Brian Mason  
Title: President

ASMARK INSTITUTE, INC.

By:   
Name: Amber Duke  
Title: Vice President