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SUR**Michael G. Adams**
Kentucky Secretary of State
Received and Filed:
3/23/2023 1:20 PM
Fee Receipt: \$50.00**ARTICLES OF MERGER****MERGING****F.W. RICKARD SEEDS, INC.,**
a Kentucky corporation,**WITH AND INTO****U.S. SMOKELESS TOBACCO COMPANY LLC,**
a Virginia limited liability company

The undersigned, on behalf of the entities set forth below and pursuant to the provisions of Section 271B.11-080.(3) of the Kentucky Business Corporation Act, as amended (the "Act"), hereby execute the following Articles of Merger and set forth:

FIRST: The Plan of Merger (the "Plan of Merger"), pursuant to which F.W. Rickard Seeds, Inc., a Kentucky corporation (the "Merged Company"), will merge (the "Merger"), effective as of the Effective Time (as defined below), with and into U.S. Smokeless Tobacco Company LLC, a Virginia limited liability company (the "Surviving Company"), with the Surviving Company surviving the Merger, is attached hereto as Exhibit A and made a part hereof. The Plan of Merger constitutes a "plan of merger" for the purposes of Chapter 11 of the Act.

SECOND: The Plan of Merger was duly authorized and approved by each of the Merged Company and Surviving Company in accordance with the laws applicable to each of the Merged Company and Surviving Company.

THIRD: The Surviving Company agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of the Merged Company, as well as for enforcement of any obligation of the Surviving Company arising from the Merger. The Surviving Company hereby appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any such proceeding. The Secretary of State of the Commonwealth of Kentucky shall mail any such copies of service of process to the following address: c/o Capitol Corporate Services, Inc., 828 Lane Allen Rd, Ste 219, Lexington, KY 40504.

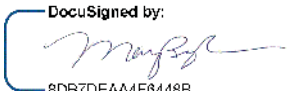
FOURTH: Pursuant to Section 14A.2-070 of the Kentucky Revised Statutes, the Merger shall become effective at 11:59 p.m., Eastern Time, on March 31, 2023 (the "Effective Time").

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the Surviving Company and Merged Company has caused these Articles of Merger to be signed in its name and on its behalf by its below-named duly authorized officer as of the date written below.

Dated: March 20, 2023

U.S. SMOKELESS TOBACCO COMPANY LLC

By:  _____
8DB7DEAA4F0448B...
Name: Mary C. Bigelow
Title: Secretary
(A duly authorized representative)

Dated: March 20, 2023

F.W. RICKARD SEEDS, INC.

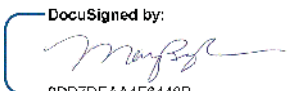
By:  _____
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Name: Mary C. Bigelow
Title: Secretary

EXHIBIT A

Plan of Merger

See attached.

PLAN OF MERGER

BETWEEN

F.W. RICKARD SEEDS, INC., a Kentucky corporation,

AND

**U.S. SMOKELESS TOBACCO COMPANY LLC, a Virginia limited liability
company**

1. Merger. F.W. Rickard Seeds, Inc., a Kentucky corporation (the “Merged Corporation”), shall, effective as of 11:59 p.m., Eastern Time, on March 31, 2023 (the “Effective Time”), be merged (the “Merger”) with and into U.S. Smokeless Tobacco Company LLC, a Virginia limited liability company (the “Surviving Company”). The Surviving Company shall be, and shall continue as, the surviving entity in the Merger under the name “U.S. Smokeless Tobacco Company LLC,” and the separate existence of the Merged Company shall cease. Limited liability shall be retained by the Surviving Company as contemplated by Section 271B.11-080(2)(b) of the Kentucky Business Corporation Act.

2. Articles of Organization. The articles of organization of the Surviving Company as in effect immediately prior to the Effective Time shall remain the articles of organization of the Surviving Company.

3. Operating Agreement. The operating agreement of the Surviving Company as in effect immediately prior to the Effective Time shall remain the operating agreement of the Surviving Company.

4. Manner of Converting or Cancelling Equity Interests. The manner of converting or cancelling, as applicable, the equity interests of the Merged Company and the Surviving Company, shall, by virtue of the Merger, be as follows:

- a. The Merged Company has 750 shares of Common Stock outstanding, all of which are common stock, par value \$100 per share, and are owned by the Surviving Company. At the Effective Time, without any action on the part of the Surviving Company, all such shares of common stock of the Merged Company will no longer be outstanding and will be automatically cancelled, and no consideration shall be paid in respect thereof.
- b. All of the Surviving Company’s issued and outstanding membership interests are owned by UST LLC, a Virginia limited liability company (the “Sole Member”). At the Effective Time, without any action on the part of the Sole Member, the membership interests of the Surviving Company will not be converted in any manner and will continue to represent all of the outstanding membership interests in the Surviving Company owned by the Sole Member.

5. Effects of the Merger. The Merger shall have the effects set forth in Section 271B.11-060 of the Kentucky Business Corporation Act and Section 13.1-1073 of the Virginia Limited Liability Company Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all property, rights, privileges, powers and franchises of the Merged Company shall vest in the Surviving Company, and all debts, liabilities, obligations, restrictions and duties of the Merged Company shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Company.

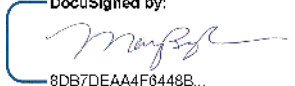
6. Modifications and Termination. This Plan of Merger may be amended, terminated or abandoned at any time prior to the Effective Time by action of the sole member of the Surviving Company and, subject to Section 271B.11-030.(9) of the KBCA, the board of directors of the Merged Company.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be signed in their respective corporate names by a representative thereunto duly authorized as of the date written below.

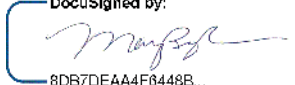
Dated: March 20, 2023

F.W. RICKARD SEEDS, INC.

By:  _____
8DB7DEAA4F6448B...
Name: Mary C. Bigelow
Title: Secretary

Dated: March 20, 2023

**U.S. SMOKELESS TOBACCO
COMPANY LLC**

By:  _____
8DB7DEAA4F6448B...
Name: Mary C. Bigelow
Title: Secretary