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Michael G. Adams
Kentucky Secretary of State
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ARTICLES OF MERGER
OF
USHC ACQUISITION, INC.
INTO
USHC HOLDINGS, INC.

Pursuant to the provisions of KRS 271B.11-010, the undersigned entities (collectively, the “**Constituent Entities**”) hereby adopt the following Articles of Merger for the purpose of merging **USHC Acquisition, Inc.**, a Kentucky corporation, with and into, **USHC Holdings, Inc.**, a Kentucky corporation, which shall be the surviving entity in the Merger.

- FIRST:** The names of each of the Constituent Entities are USHC Acquisition, Inc. and USHC Holdings, Inc. USHC Acquisition, Inc. is a corporation organized under the laws of the Commonwealth of Kentucky. USHC Holdings, Inc. is a corporation organized under the laws of the Commonwealth of Kentucky.
- SECOND:** The **Plan of Merger** duly authorized and approved by each of the Constituent Entities is attached hereto as **EXHIBIT A** and is hereby incorporated by reference as a part of these Articles of Merger.
- THIRD:** The name of the surviving entity shall be **USHC Holdings, Inc.**, a Kentucky corporation.
- FOURTH:** The Plan of Merger was duly adopted by the Shareholders and Directors of each of the Constituent Entities on October 9, 2023.
- FIFTH:** The merger shall be effective October 30, 2023.

Dated: October 9, 2023.

USHC ACQUISITION, INC.

USHC HOLDINGS, INC.

By: Steven W. Willis

By: Steve W. Willis

Name: Steven W. Willis

Name: Steven W. Willis

Title: President

Title: President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger (the "**Agreement**") is made and entered into the 9th day of October, 2023, by and among **USHC Holdings, Inc.**, a Kentucky corporation ("**USHC Holdings**"), 3926 West Highway 146, LaGrange, Kentucky 40031, and **USHC Acquisition, Inc.**, a Kentucky corporation ("**USHC Acquisition**"), 3926 West Highway 146, LaGrange, Kentucky 40031.

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

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

WHEREAS, Steven W. Willis owns 90% and Earl C. Mullins owns 10% of the issued and outstanding stock of USHC Holdings (the "**USHC Holdings Shareholders**");

WHEREAS, Steven W. Willis owns 90% and Earl C. Mullins owns 10% of the issued and outstanding stock of USHC Acquisition (the "**USHC Acquisition Shareholders**");

WHEREAS, the USHC Holdings Shareholders, the USHC Acquisition Shareholders and the Boards of Directors of USHC Holdings and USHC Acquisition deem the merger of USHC Acquisition with and into USHC Holdings, under and pursuant to the terms and conditions herein set forth, desirable and in the best interest of USHC Holdings and USHC Acquisition, and the Boards of Directors of USHC Holdings and USHC Acquisition have adopted resolutions approving this plan of merger, a true and correct copy of which are attached hereto as Exhibits A and B; and

WHEREAS, the parties desire that USHC Acquisition merge with and into USHC Holdings upon the terms and conditions set forth herein and in accordance with the laws of the Commonwealth of Kentucky.

NOW, THEREFORE, in consideration of the mutual terms and conditions herein contained, and intending to be legally bound, it is agreed between the parties hereto as follows:

ARTICLE 1 THE MERGER

1.1 **Merger, Surviving Corporation, Name**. In accordance with the provisions of this Agreement, the appropriate provisions of the Kentucky Business Corporation Act Chapter 271B of the Kentucky Revised Statutes ("**KRS**"), effective October 30, 2023 (the "**Effective Time**"), USHC Acquisition shall be merged with and into USHC Holdings (the "**Merger**"), and USHC Holdings shall be the surviving corporation in the Merger (hereinafter sometimes called the "**Surviving Corporation**") and shall continue its corporate existence under the laws of the Commonwealth of Kentucky. At the Effective Time, the separate existence of USHC Acquisition shall cease. All properties, franchises and rights belonging to USHC Holdings and USHC Acquisition, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be

responsible for all the liabilities and obligations of each of USHC Holdings and USHC Acquisition. The name of the Surviving Corporation shall be **USHC Holdings, Inc.**

1.2 **Conversion of Shareholders' Interest.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the shares of USHC Acquisition owned by its Shareholders immediately prior to the Effective Time shall be converted into the right to receive stock of USHC Holdings as set forth in 1.6(a) below.

1.3 **Articles of Incorporation.** The Articles of Incorporation of USHC Holdings as in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

1.4 **Bylaws.** The Bylaws of USHC Holdings in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein or by law.

1.5 **Directors and Officers.** The directors and officers of USHC Holdings shall serve as directors and officers of the Surviving Corporation following the Effective Time.

1.6 **Effect on Capital Stock.**

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the interest of USHC Acquisition owned by the USHC Acquisition Shareholders shall be converted into a total of 500,000 shares of the common voting stock of USHC Holdings.

(b) As a result of the Merger, and without any action on the part of the holders thereof, at the Effective Time, all shares of stock of USHC Acquisition shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate which immediately prior to the Effective Time represented any such shares of stock of USHC Acquisition shall thereafter cease to have any rights with respect to such shares of stock of USHC Acquisition, except as provided herein or by law.

[END OF TEXT – SIGNATURE PAGE AND EXHIBITS FOLLOW]

IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement and Plan of Merger Agreement as of the date first above written.

USHC ACQUISITION, INC.

By: *Steven W. Willis*

Name: Steven W. Willis

Title: President

USHC HOLDINGS, INC.

By: *Steven W. Willis*

Name: Steven W. Willis

Title: President

EXHIBIT A

**RESOLUTIONS OF
BOARD OF DIRECTORS AND SHAREHOLDERS OF
USHC HOLDINGS, INC.**

RESOLVED, that the proposed merger (the "Merger") of USHC Holdings, Inc., a Kentucky corporation (the "Company"), with USHC Acquisition, Inc., a Kentucky corporation (the "Corporation"), with USHC Holdings, Inc. being the surviving corporation after the Merger, be and is hereby approved;

FURTHER RESOLVED, that the President and/or Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Company.

EXHIBIT B

**RESOLUTIONS OF
BOARD OF DIRECTORS AND SHAREHOLDERS OF
USHC ACQUISITION, INC.**

RESOLVED, that the proposed merger (the "Merger") of USHC Holdings, Inc., a Kentucky corporation (the "Company"), with USHC Acquisition, Inc., a Kentucky corporation (the "Corporation"), with USHC Holdings, Inc. being the surviving corporation after the Merger, be and is hereby approved;

FURTHER RESOLVED, that the President and/or Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Corporation.