

ARTICLES OF MERGER
OF
TWO CHIMNEYS DISTILLERY, LLC
AND
THOUSAND ACRES DISTILLING, LLC

1308698.06

mmoore
MRG

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
2/12/2024 11:02 AM
Fee Receipt: \$50.00

Pursuant to the provisions of KRS 275.360, the undersigned limited liability companies hereby adopt the following Articles of Merger for the purpose of merging **TWO CHIMNEYS DISTILLERY, LLC**, a Kentucky limited liability company and the target business entity, with and into **THOUSAND ACRES DISTILLING, LLC**, a Delaware limited liability company and the acquiring business entity, which shall be the surviving business entity in the merger:

1. CONSTITUENT BUSINESS ENTITIES. The acquiring business entity is **THOUSAND ACRES DISTILLING, LLC**, a Delaware limited liability company. The target business entity is **TWO CHIMNEYS DISTILLERY, LLC**, a Kentucky limited liability company.

2. SURVIVING BUSINESS ENTITY. The surviving business entity is **THOUSAND ACRES DISTILLING, LLC**.

3. KRS 275.355(2)(d). No changes under KRS 275.355(2)(d) are desired.

4. NO AMENDMENT. No amendment to the Articles of Organization/Certificate of Formation of the surviving entity is desired.

5. PLAN OF MERGER. The plan of merger was duly authorized and approved by each constituent business entity in accordance with KRS 275.350.


6. SERVICE OF PROCESS. **THOUSAND ACRES DISTILLING, LLC**, a Delaware limited liability company and the surviving business entity:

(a) Agrees that it may be served with process in this Commonwealth in any proceeding for enforcement of any obligation of any constituent business entity party to the merger that was organized under the laws of this Commonwealth, as well as for enforcement of any obligation of the surviving business entity arising from this merger; and

(b) Appoints the Secretary of State as its agent for service of process in any such proceeding. The address to which a copy of the process shall be mailed to it by the Secretary of State is 114 South Third Street, Bardstown, Kentucky 40004.

Date: 2/12, 2024.

TWO CHIMNEYS DISTILLERY, LLC


D. Chad McCoy, Manager and Authorized Agent

THOUSAND ACRES DISTILLING, LLC


D. Chad McCoy, Manager and Authorized Agent