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| 03/30/2023 | 202308903234 | Merger (MER) | 99.00  | 100.00 | 0.00 | 0.00 |

**Receipt**

This is not a bill. Please do not remit payment.

BRICKER & ECKLER LLP  
312 N. PATTERSON BLVD.  
SUITE 200  
DAYTON, OH 45402

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Frank LaRose**  
**983424**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**BRICKER GRAYDON LLP**

and, that said business records show the filing and recording of:

Document(s)

**Merger**

Document No(s):

**202308903234**

**Effective Date: 04/01/2023**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
30th day of March, A.D. 2023.

**Ohio Secretary of State**

| DATE       | DOCUMENT ID  | DESCRIPTION                   | FILING | EXPED | CERT | COPY |
|------------|--------------|-------------------------------|--------|-------|------|------|
| 03/30/2023 | 202308903234 | MERGED OUT OF EXISTENCE (MEX) | 0.00   | 0.00  | 0.00 | 0.00 |

**Receipt**

This is not a bill. Please do not remit payment.

BRICKER & ECKLER LLP  
312 N. PATTERSON BLVD.  
SUITE 200  
DAYTON, OH 45402

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Frank LaRose**  
**1145613**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**GRAYDON HEAD & RITCHEY LLP**

and, that said business records show the filing and recording of:

Document(s)

**MERGED OUT OF EXISTENCE**

Document No(s):

**202308903234**

Effective Date: 04/01/2023



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
30th day of March, A.D. 2023.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

**Ohio Secretary of State**

Form 551 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

[OhioSoS.gov](http://OhioSoS.gov) | [business@OhioSoS.gov](mailto:business@OhioSoS.gov)File online or for more information: [OhioBusinessCentral.gov](http://OhioBusinessCentral.gov)

## Certificate of Merger

**Filing Fee: \$99****(154-MER)****Forms Must Be Typed**

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

**I. (Surviving) Entity**

A. Name of Entity Surviving the Merger

Bricker &amp; Eckler LLP

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

Bricker Graydon LLP

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a **(Please check the appropriate box and fill in the appropriate blanks)**1. ☒ **Domestic (Ohio entity)**☐ **Foreign (Non-Ohio Entity)**

Jurisdiction of formation

2. **Charter/Registration/License Number**

983424

(If licensed in Ohio as domestic or foreign)

3. ☐ For-Profit Corporation☐ Nonprofit Corporation☐ Limited Liability Company☐ Partnership☐ Limited Partnership☒ Limited Liability Partnership☐ Unincorporated Nonprofit Association

**II. CONSTITUENT ENTITY**

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging **out of existence**. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

| Entity Name                | Ohio Charter/License/<br>Registration Number | Jurisdiction<br>of Formation | Type of<br>Entity |
|----------------------------|----------------------------------------------|------------------------------|-------------------|
| Graydon Head & Ritchey LLP | 1145613                                      | Ohio                         | LLP               |
|                            |                                              |                              |                   |
|                            |                                              |                              |                   |
|                            |                                              |                              |                   |

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

James F. Flynn

Name

100 South Third Street

Mailing Address

Columbus

City

Ohio

State

43215

Zip Code

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on Apr 1, 2023 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

**VI. STATEMENT OF MERGER**

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.**

If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

State

ZIP Code

**VIII. AMENDMENTS**

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached

☐ No Amendments

**If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.**

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

**IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

**X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY**

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 617

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Bricker & Eckler LLP

Name of entity

**By:** James F. Flynn

Signature

**Its:** Managing Partner

Title

Graydon Head & Ritchey LLP

Name of entity

**By:** J. Michael Debbeler

Signature

**Its:** Chairman, Executive Committee

Title

Name of entity

**By:**

Signature

**Its:**

Title

**An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1706.712(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.**