Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Tre Hargett
Secretary of State

Karen Johnson Davidson County
Batch# 988905 **CHARTER**
04/05/2023 11 39 29 AM 4 pgs
Fees $7 00 Taxes $0 00
20230405-0024808

Win Squared, LLC
1441 ELM HILL PIKE
NASHVILLE, TN 37210

March 29, 2023

Control # 1357768

Effective Date. 04/01/2023

Document Receipt

Receipt # 7976808	Filing Fee	$100 00
Payment-Check/MO - MANIER & HEROD, NASHVILLE, TN		$100 00

ACKNOWLEDGMENT OF MERGER

BGM PROPERTIES, LLC (TENNESSEE) (Qualified Non-survivor)

merged into **Win Squared, LLC (TENNESSEE) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above

When corresponding with this office or submitting documents for filing, please refer to the control number given above

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee

Tre Hargett
Secretary of State

Processed By: Cassandra Bowman

FILED

CERTIFICATE OF MERGER OF

BGM PROPERTIES, LLC

WITH AND INTO

WIN SQUARED, LLC

Pursuant to the provisions of T C A. §48-249-702, the undersigned limited liability companies adopt the following Certificate of Merger for the purpose of merging into a single limited liability company:

1 Each of the following constituent parties to the merger is a domestic Tennessee limited liability company· BGM Properties, LLC (TN Secretary of State Control No. 000579793) and Win Squared, LLC (TN Secretary of State Control No. 001357768).

2. An Agreement of Merger was unanimously approved and executed by the members of each of the undersigned limited liability companies in the manner prescribed by T.C A. §48-249-702.

3. An Agreement of Merger and the attached Plan of Merger were duly adopted at a meeting of the sole member of BGM Properties, LLC, a Tennessee limited liability company, on March 24, 2023.

4. An Agreement of Merger and the attached Plan of Merger were duly adopted at a meeting of the members of Win Squared, LLC, a Tennessee limited liability company, on March 24, 2023.

5 The name of the surviving constituent party is Win Squared, LLC (TN Secretary of State Control No. 001357768).

6 There are no amendments to the Articles of Organization of the surviving domestic limited liability company to be effected by the merger.

7. The merger is to be effective at 12.01 AM on April 1, 2023.

8. The Agreement of Merger is on file at the place of business of the surviving constituent party, Win Squared, LLC, at the following address. 1441 Elm Hill Pike, Nashville, TN 37210.

B1223-2575 03/29/2023 3:32 PM Received by Tennessee Secretary of State Fire Digest

9. A copy of the Agreement of Merger will be furnished by the surviving constituent party, on request and without cost, to any person holding an interest in any constituent party to the merger.

BGM PROPERTIES, LLC

By: Win Squared, LLC, Sole Member

By: _____
Clinton A. Hensley, President

Date. 3-24-22

WIN SQUARED, LLC

By: _____
Clinton A. Hensley, President

Date: 3-24-22

2129-3576 03/29/2022 3:32 PM Received by Tennessee Secretary Of State Tre Hargett

220820-2577 03/29/2023 2:52 PM Received by Tennessee Secretary of State Filed

PLAN OF MERGER OF DOMESTIC TENNESSEE

LIMITED LIABILITY COMPANY

1. The names of the merging limited liability companies are BGM Properties, LLC, a Tennessee limited liability company, and Win Squared, LLC, a Tennessee limited liability company. Both companies are currently active in Tennessee, their state of domestication.

2. Following the merger, the name of the surviving limited liability company will be Win Squared, LLC, and it will be a Tennessee domestic limited liability company.

3. The terms and conditions of the proposed merger are that BGM Properties, LLC will merge into Win Squared, LLC (the surviving limited liability company). Following the merger, BGM Properties, LLC will cease to exist

4. BGM Properties, LLC is a wholly owned subsidiary of Win Squared, LLC. Win Squared, LLC will merge BGM Properties, LLC into itself and BGM Properties, LLC will cease to exist.