

**ARTICLES OF MERGER**  
**MERGING**  
**MATERA PAPER COMPANY, INC.,**  
**a Texas corporation,**  
**WITH AND INTO**  
**FERGUSON ENTERPRISES, LLC,**  
**a Virginia limited liability company**

Pursuant to the provisions of Section 13.1-1072 of the Virginia Limited Company Act (the “Act”), Ferguson Enterprises, LLC, a Virginia limited liability company (the “Surviving Company”), as the surviving company, hereby adopts the following Articles of Merger:

**FIRST:** The Plan of Merger (the “Agreement”) pursuant to which Matera Paper Company, Inc., a Texas corporation (the “Merged Corporation”), will merge with and into the Surviving Company (the “Merger”) is attached hereto as Exhibit A and made a part hereof.

**SECOND:** The Agreement was duly approved and adopted on March 2, 2023 by resolutions of the sole member and the directors of the Surviving Company in accordance with the provisions of Section 13.1-1071 of the Act.

**THIRD:** The Agreement was duly approved and adopted on March 2, 2023 by resolutions of the sole shareholder and board of directors of the Merged Corporation in accordance with the provisions of the Texas Business Organizations Code.

**FOURTH:** The Merger is permitted by the laws of the Commonwealth of Virginia, the jurisdiction in which the Surviving Company is organized, and the laws of the State of Texas, the jurisdiction in which the Merged Corporation is incorporated, and the Surviving Company and the Merged Corporation have complied with such laws effecting such Merger.

**FIFTH:** Pursuant to Section 13.1-1004(D) of the Act, the Merger shall be effective as of **March 4, 2023**.

**SIXTH:** The sole member and all of the directors of the Surviving Company have delegated the right and power to manage the business and affairs of the Surviving Company to its officers and has authorized Eric A. Gallo in his capacity as Assistant Secretary of the Surviving Company to execute these Articles of Merger.

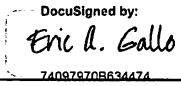
**SEVENTH:** The sole shareholder and all of the members of the board of directors of the Merged Corporation have delegated the right and power to manage the business and affairs of the Merged Corporation to its officers and has authorized Eric A.

Gallo in his capacity as Secretary of the Merged Corporation to execute these Articles of Merger.

WITNESS the following signatures:

**SURVIVING COMPANY:**

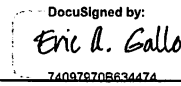
**FERGUSON ENTERPRISES, LLC**

By:  \_\_\_\_\_  
Eric A. Gallo  
Assistant Secretary

Signed on: March 2, 2023

**MERGED CORPORATION:**

**MATERA PAPER COMPANY, INC.**

By:  \_\_\_\_\_  
Eric A. Gallo  
Secretary

Signed on: March 2, 2023

**EXHIBIT A**

**Plan of Merger**

See attached.

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this “Agreement”) is entered into as of March 2, 2023, by and between Matera Paper Company, Inc., a Texas corporation (the “Disappearing Company”) and Ferguson Enterprises, LLC, a Virginia limited liability company (the “Surviving Company”).

### WITNESSETH

WHEREAS, the Disappearing Company and the Surviving Company desire to consummate the merger, pursuant to the terms and subject to the conditions set forth herein and in accordance with the Texas Business Organizations Code (the “TXBOC”) and the Virginia Limited Liability Company Act (the “Act”), as applicable, of the Disappearing Company with and into the Surviving Company, with the Surviving Company continuing as the surviving company.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Merger. On the Effective Date (as defined in Section 8), the Disappearing Company shall merge with and into the Surviving Company (the “Merger”), with the Surviving Company continuing as the surviving company and the separate corporate existence of the Disappearing Company shall cease.

2. Incorporation and Organization. The Disappearing Company filed its Certificate of Formation, as amended from time to time, with the Secretary of State of the State of Texas on July 28, 2009. The Surviving Company filed its Certificate of Formation, as amended from time to time, with the Secretary of the Commonwealth of the Commonwealth of Virginia on March 31, 2019.

3. Articles of Organization and Operating Agreement. By virtue of the Merger and upon the Effective Date, the Articles of Organization of the Surviving Company, attached hereto as Exhibit A, shall be the Articles of Organization of the Surviving Company upon and after the Effective Date, unless, and until duly amended, altered, changed, repealed, and/or supplemented in accordance with the Act (which power and right to amend, alter, change, repeal, and/or supplement, at any time and from time to time after the Effective Date, are hereby expressly reserved). The Operating Agreement of the Surviving Company, attached hereto as Exhibit B, will remain in full force and effect as the Operating Agreement of the Surviving Company upon and after the Effective Date, unless, and until duly amended, altered, changed, repealed, and/or supplemented in accordance with the Act (which power and right to amend, alter, change, repeal, and/or supplement, at any time and from time to time after the Effective Date, are hereby expressly reserved).

4. Rights of the Surviving Company. The parties hereto agree that, when the Merger shall have become effective under the TXBOC and the Act, the separate existence of the Disappearing Company shall cease and shall be merged with and into the Surviving Company, and that all the rights, privileges, immunities, powers and franchises of the Disappearing Company,

and all property, real, personal and mixed, and all debts, liabilities and duties of the Disappearing Company on whatever account, as well for shares of stock as all other things in action or belonging to the Disappearing Company shall be automatically vested in the Surviving Company.

5. *Board of Directors and Officers.* The board of directors and the officers of the Surviving Company holding office immediately prior to the Effective Date shall be the board of directors and the officers respectively (holding the same positions as each held with the Surviving Company immediately prior to the Effective Date) of the Surviving Company and shall hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Articles of Organization and Operating Agreement of the Surviving Company, or as otherwise provided in the Operating Agreement of the Surviving Company.

6. *Surviving Company.*

(a) *Name.* The name of the Surviving Company shall be “Ferguson Enterprises, LLC”.

(b) *Registered Office and Registered Agent.* The Surviving Company’s registered office in the Commonwealth of Virginia shall be located at 425 W Washington St Ste 4, Suffolk, VA, 23434-5320. The registered agent of the Surviving Company for service of process at such address shall be Corporate Creations Network Inc.

(c) *Rights and Obligations.* The Merger shall have the effects of applicable law, including, without limitation, the applicable provisions of the TXBOC and the Act.

7. *Effect of Merger on Membership Interests.*

(a) *Disappearing Company.* Prior to this Merger, the Disappearing Company has the authority to issue shares representing stock in the Disappearing Company. By virtue of the Merger, the shares representing stock in the Disappearing Company outstanding on the Effective Date shall be cancelled and retired and no payment shall be made with respect thereto.

(b) *Surviving Company.* The outstanding membership interests in the Surviving Company will not be converted, exchanged or altered in any manner as a result of the Merger and will remain outstanding as validly issued, fully paid and nonassessable membership interests in the Surviving Company.

8. *Effective Date.* The Surviving Company and the Disappearing Company shall each take or cause to be taken all such actions, or do or cause to be done all such things, as are necessary, proper, or advisable under the laws of the State of Texas and the laws of the Commonwealth of Virginia to make effective the merger provided in this Agreement, subject, however, to the taking by the respective parties of any actions or receipt of any required approvals in accordance with the TXBOC and the Act. Upon compliance with applicable laws and upon receipt of any required approval of the board of directors of the Disappearing Company and the board of directors of the Surviving Company, the parties shall cause an executed Certificate of Merger as required by the TXBOC to be filed with the office of the Secretary of State of the State of Texas and executed Articles of Merger as required by the Act to be filed with the office of the Secretary of the Commonwealth of the Commonwealth of Virginia. The Merger shall become effective on March

4, 2023. The date and time on which the Merger becomes effective is referred to in this Agreement as the “Effective Date.”

9. Conditions Precedent. The obligations of each party to complete the Merger are subject to the following conditions:

(a) Company Approval. All actions necessary to authorize the execution, delivery, and performance of this Agreement shall have been duly and validly taken by each of the parties hereto.

(b) Board of Directors Approval. The board of directors of the Disappearing Company and of the Surviving Company shall have approved the Merger and adopted this Agreement.

(c) Approval From Government Agencies. All governmental approvals and other actions required to effect the Merger and related transactions shall have been obtained, without conditions or restrictions that the affected party reasonably considers unduly burdensome.

10. Amendment. This Agreement may be amended by an instrument in writing signed by the parties hereto by action by or on behalf of the board of directors of the Disappearing Company and of the Surviving Company, at any time after approval by the board of directors of the Disappearing Company and of the Surviving Company, as applicable; provided, however, that after any such approval, if one is required, there shall not be made any agreement that by law requires further approval by such shareholder or member, as applicable, without the further approval of such shareholder or member, as applicable.

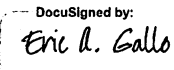
11. Termination or Abandonment. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual consent of the board of directors of the Disappearing Company and of the Surviving Company. If this Agreement is terminated as provided in this Section 11, none of the Disappearing Company, the Surviving Company, the board of directors of the Disappearing Company, nor the board of directors of the Surviving Company shall be liable to the other or their shareholder or member, respectively, by reason of such termination.

\* \* \* \* \*

IN WITNESS WHEREOF, the Disappearing Company and the Surviving Company have caused this Agreement and Plan of Merger to be executed as of the date first above written.

**SURVIVING COMPANY:**

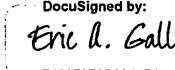
**FERGUSON ENTERPRISES, LLC**

By:  \_\_\_\_\_  
Eric A. Gallo, Assistant Secretary

Signed on: March 2, 2023

**DISAPPEARING COMPANY:**

**MATERA PAPER COMPANY, INC.**

By:  \_\_\_\_\_  
Eric A. Gallo, Secretary

Signed on: March 2, 2023



**Exhibit A**

**Articles of Organization of the Surviving Company**

See attached.

**Exhibit B**

**Operating Agreement of the Surviving Company**

See attached.

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, MARCH 3, 2023

The State Corporation Commission has found the accompanying articles of merger submitted on behalf of

**Ferguson Enterprises, LLC**

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF MERGER**

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective March 4, 2023. When the merger becomes effective, each of the following:

**Matera Paper Company Inc.**

is merged into Ferguson Enterprises, LLC, which continues to exist under the laws of VIRGINIA with the name Ferguson Enterprises, LLC, and the separate existence of each merged entity ceases.

STATE CORPORATION COMMISSION

By 

Jehmal T. Hudson  
Commissioner