B0332-5128 12/16/2024 3:30PM Rec'd by SD SOS

ARTICLES OF MERGER
MERGING
FMG, INC. a/k/a FMG, INC. DBA GREAT CLIPS FOR HAIR, INC.
(a Minnesota corporation)
INTO
FMGSD, LLC
(a South Dakota limited liability company)

Pursuant to the applicable provisions of the South Dakota Uniform Limited Liability Company Act, Chapter 47-34A of the Codified Laws of South Dakota (the "**Act**"), the undersigned, desiring to effect a merger (the "**Merger**"), hereby state that:

1. Parties. The following entities are the parties to the Merger (the "**Parties**"):

FMG, INC., a Minnesota corporation that is transacting business in South Dakota as FMG, INC. DBA GREAT CLIPS FOR HAIR, INC. (Business ID: FB034950) pursuant to its Certificate of Authority (the "**Merging Entity**").

FMGSD, LLC (Business ID: DL280136), a South Dakota limited liability company.

2. Surviving Entity. The surviving entity is FMGSD, LLC, a South Dakota limited liability company (the "**Surviving Entity**").

3. Effective Date. The Merger shall be effective as of 11:59 PM on December 31, 2024.

4. Approval of the Plan of Merger.

The Merger has been unanimously approved by the shareholders and directors of the Merging Entity in accordance with Minn. Stat. § 302A.613.

The Merger has been unanimously approved by the members and sole manager of the Surviving Entity in accordance with SDCL § 47-34A-903.

6. Articles of Incorporation of Surviving Entity. The Articles of Organization of the Surviving Entity as in effect immediately prior to the effective time of the Merger, shall remain the Articles of Organization of the Surviving Entity.

7. Operating Agreement of the Surviving Entity. The Operating Agreement of the Surviving Entity as in effect immediately prior to the effective time of the Merger, shall remain the Operating Agreement of the Surviving Entity.

8. Service of Process. The Surviving Entity appoints the Minnesota Secretary of State as its agent for service of process for the enforcement of any debt, obligation, or other liability for which any Party was subject to suit in the State of Minnesota before the merger, and agrees that the Minnesota Secretary of State may forward a copy of any service of process on the Surviving Entity to the following address: 3916 N. Potsdam Ave. #814, Sioux Falls, SD 57104.

[*Signature page follows*]

The Parties hereto have executed these Articles as of the 18th day of December, 2024.

FMG, INC. a/k/a FMG, INC. DBA GREAT CLIPS FOR HAIR, INC.

By: Karen Schmitz
Karen Schmitz, *President*

FMGSD, LLC

By: Karen Schmitz
Karen Schmitz, *Manager*

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State of South Dakota

Office of the Secretary of State

Certificate of Merger

Domestic Limited Liability Company

I, Monae L. Johnson, Secretary of State of the State of South Dakota, hereby certify that the Articles of Merger for:

NON-SURVIVOR(S)

FMG, INC. DBA GREAT CLIPS FOR HAIR, INC. (MINNESOTA)

Merging into:

FMGSD, LLC (South Dakota)

BUSINESS ID# DL280136

with an effective date of: December 31, 2024, duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, has been received in this office and is found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger and attach hereto a duplicate of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this day, December 16, 2024.

Monae L. Johnson

Monae L. Johnson
Secretary of State

12/19/2024 3:32 PM

South Dakota Secretary of State

Monae L. Johnson
Secretary of State

Thomas J. Deadrick
Deputy Secretary of State

FMGSD, LLC
3916 N. POTSDAM AVE. #814
SIOUX FALLS, SD 57104

December 19, 2024

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Business ID :	**DL280136**
Status:	Good Standing
Filing Type:	Limited Liability Company - Domestic
Amendment Type:	Merger - Survivor
Filed Date:	12/16/2024 3:30 PM

Delayed Effective Date: 12/31/2024 11:59 PM

Monae L. Johnson
Secretary of State
State of South Dakota

Field Name	Changed From	Changed To
Qualified Survivor Control #		DL280136
Qualified Survivor		FMGSD, LLC (South Dakota)
Qualified Non-survivor Control #		FB034950
Qualified Non-survivor		FMG, INC. DBA GREAT CLIPS FOR HAIR, INC. (MINNESOTA)