

## AGREEMENT AND PLAN OF MERGER

Pursuant to the provisions of Section 351.410 of the Missouri Revised Statutes, the undersigned entities certify the following:

- (1) The name, state or country of organization and nature or type of each constituent entity proposing to merge are:

ELM HILLS UTILITY OPERATING COMPANY, INC., a Missouri corporation;  
HILLCREST UTILITY OPERATING COMPANY, INC., a Missouri corporation;  
INDIAN HILLS UTILITY OPERATING COMPANY, INC., a Missouri corporation;  
OSAGE UTILITY OPERATING COMPANY, INC., a Missouri corporation;  
RACCOON CREEK UTILITY OPERATING COMPANY, INC., a Missouri corporation; and  
CONFLUENCE RIVERS UTILITY OPERATING COMPANY, INC., a Missouri corporation (the "Surviving Entity").

- (2) The terms and conditions of the merger are as follows:

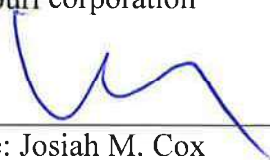
The effective date of the merger will be the date upon which the Missouri Secretary of State files the Articles of Merger. Upon the effective date of the merger, the merger shall have the effects specified in Section 351.447 of the Missouri Revised Statutes and this Agreement, including but not limited to: the separate existence of the Merging Entities will cease; title to all real estate and other property owned by the Merging Entities will be vested in the Surviving Entity without reversion or impairment; and the Surviving Entity will assume all liabilities of the Merging Entities. Any proceeding pending by or against the Surviving Entity may be continued as if such merger did not occur.

- (3) The interests in the Merging Entities shall be converted or exchanged into interests, cash, obligations or other property and upon the effective date of the merger become interests, cash, obligations or other property in the Surviving Entity. The former holder of such interests, cash, obligations or other property shall be entitled only to the rights provided in this agreement or the rights otherwise provided by law.
- (4) The Articles of Incorporation of the Surviving Entity filed with the Missouri Secretary of State on August 11, 2016, as amended on November 21, 2016, shall not be further amended and shall remain in full force and effect upon the effective date of the merger.

In affirmation of the truth and correctness of the facts stated above, the above-mentioned Surviving Entity and Merging Entities have executed this Agreement of Merger as of this \_\_\_\_ day of April 28, 2021.

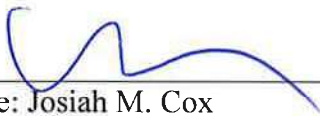
**SURVIVING ENTITY**

CONFLUENCE RIVERS UTILITY  
OPERATING COMPANY, INC., a  
Missouri corporation

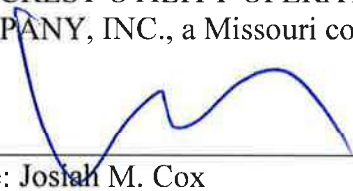
By   
Name: Josiah M. Cox  
Title: President

**MERGING ENTITIES**


ELM HILLS UTILITY OPERATING  
COMPANY, INC., a Missouri corporation

By   
Name: Josiah M. Cox  
Title: President

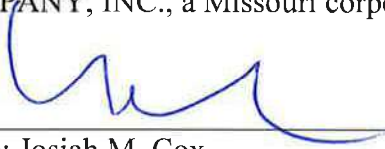
HILLCREST UTILITY OPERATING  
COMPANY, INC., a Missouri corporation

By   
Name: Josiah M. Cox  
Title: President

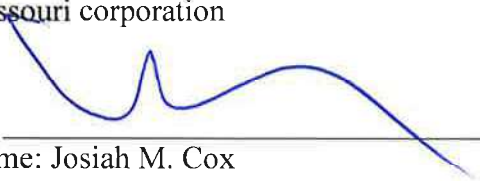
INDIAN HILLS UTILITY OPERATING  
COMPANY, INC., a Missouri corporation

By   
Name: Josiah M. Cox  
Title: President

OSAGE UTILITY OPERATING  
COMPANY, INC., a Missouri corporation

By   
Name: Josiah M. Cox  
Title: President

RACCOON CREEK UTILITY  
OPERATING COMPANY, INC., a  
Missouri corporation

By   
Name: Josiah M. Cox  
Title: President

**EXHIBIT 1**  
ARTICLES OF MERGER CONSTITUENT ENTITIES

1. The constituent corporations are:

Confluence Rivers Utility Operating Company, Inc., Charter No. 001369511 of Missouri;

Elm Hills Utility Operating Company, Inc., Charter No. 001368460 of Missouri;

Hillcrest Utility Operating Company, Inc., Charter No. 01378396 of Missouri;

Indian Hills Utility Operating Company, Inc., Charter No. 001366614 of Missouri;

Osage Utility Operating Company, Inc., Charter No. 001375522 of Missouri; and

Raccoon Creek Utility Operating Company, Inc., Charter No. 01378395 of Missouri.