

**CONSENT ACTION OF THE SHAREHOLDER
OF CONFLUENCE RIVERS UTILITY OPERATING COMPANY, INC.**

St. Louis, Missouri

April 28, 2021

The following actions were taken and unanimously consented to by the Shareholder of Confluence Rivers Utility Operating Company, Inc. (the "Corporation"), pursuant to § 351.273 of the Missouri Revised Statutes, as is indicated by the signature hereto:

WHEREAS, CSWR, LLC is the sole Shareholder the Corporation;

WHEREAS, the Shareholder wishes to adopt certain resolutions of the Corporation;

NOW THEREFORE, the following resolutions were adopted and passed by the Shareholder:

BE IT RESOLVED that the Shareholder of the Corporation approves and authorizes the merger of the Corporation, as the surviving entity, with 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, and Raccoon Creek Utility Operating Company, Inc., a Missouri corporation, pursuant to that certain Agreement and Plan of Merger.

BE IT FURTHER RESOLVED that the Shareholder of the Corporation ratifies and approves the aforementioned Agreement and Plan of Merger, setting forth the terms of the merger, dated April 28, 2021, attached hereto as "Exhibit A".

BE IT FURTHER RESOLVED that the Shareholder of the Corporation authorizes the Corporation's President, Josiah M. Cox, to take all actions necessary and required to consummate the merger.

IN WITNESS WHEREOF, the undersigned Shareholder of the Corporation has duly executed this Written Consent as of April 28, 2021.

CSWR, LLC

By: 

Josiah M. Cox, President

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:

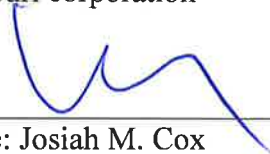
The effective date of the merger will be the date upon which the Missouri Secretary of State files the Articles of Merger. Upon the effective date of the merger, the merger shall have the effects specified in Section 351.447 of the Missouri Revised Statutes and this Agreement, including but not limited 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

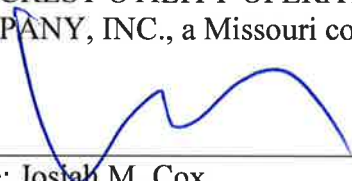
By 
Name: Josiah M. Cox
Title: President

MERGING ENTITIES


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

By 
Name: Josiah M. Cox
Title: President

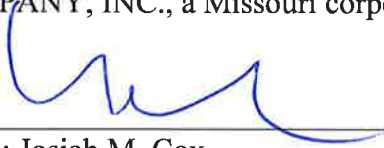
HILLCREST UTILITY OPERATING
COMPANY, INC., a Missouri corporation

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.

**CONSENT ACTION OF THE SHAREHOLDER
OF HILLCREST UTILITY OPERATING COMPANY, INC.**

St. Louis, Missouri

April 28, 2021

The following actions were taken and unanimously consented to by the Shareholder of Hillcrest Utility Operating Company, Inc. (the "Corporation"), pursuant to § 351.273 of the Missouri Revised Statutes, as is indicated by the signature hereto:

WHEREAS, Hillcrest Utility Holding Company, Inc. is the sole Shareholder the Corporation;

WHEREAS, the Shareholder wishes to adopt certain resolutions of the Corporation;

NOW THEREFORE, the following resolutions were adopted and passed by the Shareholder:

BE IT RESOLVED that the Shareholder of the Corporation approves and authorizes the merger of the Corporation with Confluence Rivers Utility Operating Company, Inc., a Missouri corporation (the "Surviving Entity"), Elm Hills Utility Operating Company, Inc., a Missouri corporation, Indian Hills Utility Operating Company, Inc., a Missouri corporation, and Raccoon Creek Utility Operating Company, Inc., a Missouri corporation, pursuant to that certain Agreement and Plan of Merger.

BE IT FURTHER RESOLVED that the Shareholder of the Corporation ratifies and approves the aforementioned Agreement and Plan of Merger, setting forth the terms of the merger, dated April 28, 2021, attached hereto as "Exhibit A".

BE IT FURTHER RESOLVED that the Shareholder of the Corporation authorizes the Corporation's President, Josiah M. Cox, to take all actions necessary and required to consummate the merger.

IN WITNESS WHEREOF, the undersigned Shareholder of the Corporation has duly executed this Written Consent as of April 28, 2021.

HILLCREST UTILITY HOLDING COMPANY, INC.

By: _____
Josiah M. Cox, President

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:

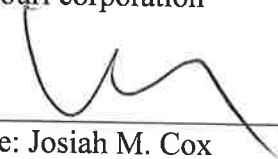
The effective date of the merger will be the date upon which the Missouri Secretary of State files the Articles of Merger. Upon the effective date of the merger, the merger shall have the effects specified in Section 351.447 of the Missouri Revised Statutes and this Agreement, including but not limited 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

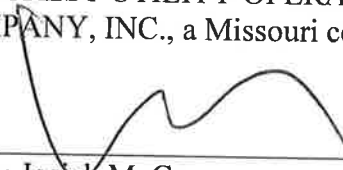
By 
Name: Josiah M. Cox
Title: President

MERGING ENTITIES

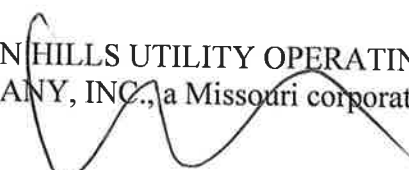
ELM HILLS UTILITY OPERATING
COMPANY, INC., a Missouri corporation

By 
Name: Josiah M. Cox
Title: President

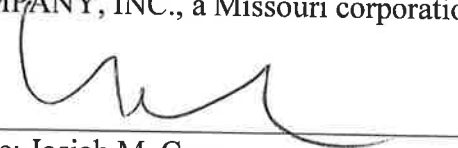
HILLCREST UTILITY OPERATING
COMPANY, INC., a Missouri corporation

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

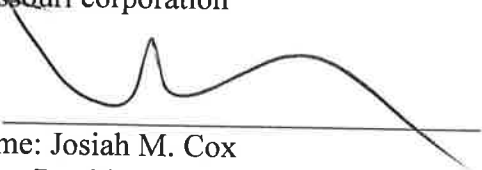
By 
Name: Josiah M. Cox
Title: President

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.

**CONSENT ACTION OF THE SHAREHOLDER
OF ELM HILLS UTILITY OPERATING COMPANY, INC.**

St. Louis, Missouri

April 29, 2021

The following actions were taken and unanimously consented to by the Shareholder of Elm Hills Utility Operating Company, Inc. (the "Corporation"), pursuant to § 351.273 of the Missouri Revised Statutes, as is indicated by the signature hereto:

WHEREAS, Elm Hills Utility Holding Company, Inc. is the sole Shareholder the Corporation;

WHEREAS, the Shareholder wishes to adopt certain resolutions of the Corporation;

NOW THEREFORE, the following resolutions were adopted and passed by the Shareholder:

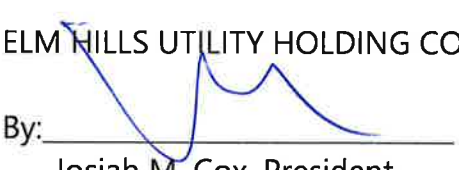
BE IT RESOLVED that the Shareholder of the Corporation approves and authorizes the merger of the Corporation with Confluence Rivers Utility Operating Company, Inc., a Missouri corporation (the "Surviving Entity"), Hillcrest Utility Operating Company, Inc., a Missouri corporation, Indian Hills Utility Operating Company, Inc., a Missouri corporation, and Raccoon Creek Utility Operating Company, Inc., a Missouri corporation, pursuant to that certain Agreement and Plan of Merger.

BE IT FURTHER RESOLVED that the Shareholder of the Corporation ratifies and approves the aforementioned Agreement and Plan of Merger, setting forth the terms of the merger, dated April 28, 2021, attached hereto as "Exhibit A".

BE IT FURTHER RESOLVED that the Shareholder of the Corporation authorizes the Corporation's President, Josiah M. Cox, to take all actions necessary and required to consummate the merger.

IN WITNESS WHEREOF, the undersigned Shareholder of the Corporation has duly executed this Written Consent as of April 28, 2021.

ELM HILLS UTILITY HOLDING COMPANY, INC.

By: 

Josiah M. Cox, President

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:

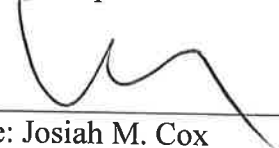
The effective date of the merger will be the date upon which the Missouri Secretary of State files the Articles of Merger. Upon the effective date of the merger, the merger shall have the effects specified in Section 351.447 of the Missouri Revised Statutes and this Agreement, including but not limited 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.

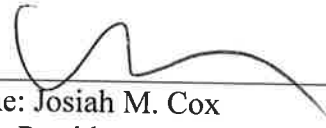
SURVIVING ENTITY

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

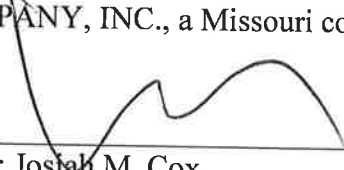
By 
Name: Josiah M. Cox
Title: President

MERGING ENTITIES

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

By 
Name: Josiah M. Cox
Title: President

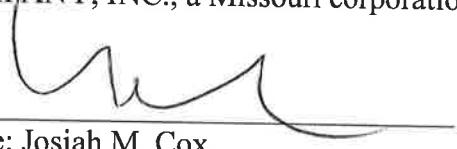
HILLCREST UTILITY OPERATING
COMPANY, INC., a Missouri corporation

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

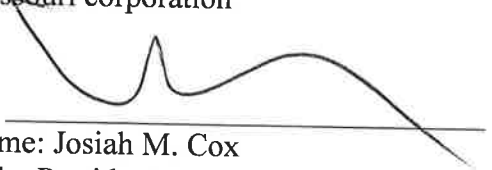
By 
Name: Josiah M. Cox
Title: President

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.

**CONSENT ACTION OF THE SHAREHOLDER
OF OSAGE UTILITY OPERATING COMPANY, INC.**

St. Louis, Missouri

April 27, 2021

The following actions were taken and unanimously consented to by the Shareholder of Osage Utility Operating Company, Inc. (the "Corporation"), pursuant to § 351.273 of the Missouri Revised Statutes, as is indicated by the signature hereto:

WHEREAS, Osage Utility Holding Company, Inc. is the sole Shareholder the Corporation;

WHEREAS, the Shareholder wishes to adopt certain resolutions of the Corporation;

NOW THEREFORE, the following resolutions were adopted and passed by the Shareholder:

BE IT RESOLVED that the Shareholder of the Corporation approves and authorizes the merger of the Corporation with Confluence Rivers Utility Operating Company, Inc., a Missouri corporation (the "Surviving Entity"), 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, and Raccoon Creek Utility Operating Company, Inc., a Missouri corporation, pursuant to that certain Agreement and Plan of Merger.

BE IT FURTHER RESOLVED that the Shareholder of the Corporation ratifies and approves the aforementioned Agreement and Plan of Merger, setting forth the terms of the merger, dated April 27, 2021, attached hereto as "Exhibit A".

BE IT FURTHER RESOLVED that the Shareholder of the Corporation authorizes the Corporation's President, Josiah M. Cox, to take all actions necessary and required to consummate the merger.

IN WITNESS WHEREOF, the undersigned Shareholder of the Corporation has duly executed this Written Consent as of April 27, 2021.

OSAGE UTILITY HOLDING COMPANY, INC.

By: 

Josiah M. Cox, President

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:

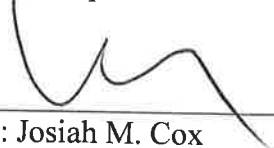
The effective date of the merger will be the date upon which the Missouri Secretary of State files the Articles of Merger. Upon the effective date of the merger, the merger shall have the effects specified in Section 351.447 of the Missouri Revised Statutes and this Agreement, including but not limited 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

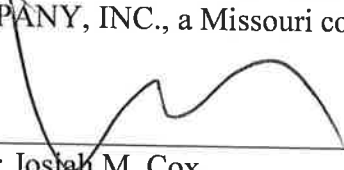
By 
Name: Josiah M. Cox
Title: President

MERGING ENTITIES


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

By 
Name: Josiah M. Cox
Title: President

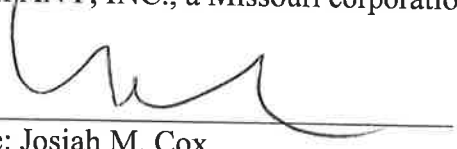
HILLCREST UTILITY OPERATING
COMPANY, INC., a Missouri corporation

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

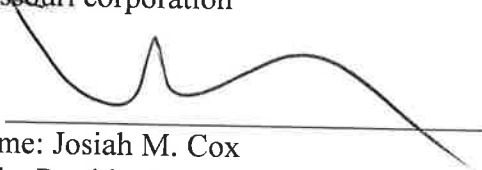
By 
Name: Josiah M. Cox
Title: President

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.

**CONSENT ACTION OF THE SHAREHOLDER
OF RACCOON CREEK UTILITY OPERATING COMPANY, INC.**

St. Louis, Missouri

April 28, 2021

The following actions were taken and unanimously consented to by the Shareholder of Raccoon Creek Utility Operating Company, Inc. (the "Corporation"), pursuant to § 351.273 of the Missouri Revised Statutes, as is indicated by the signature hereto:

WHEREAS, Raccoon Creek Utility Holding Company, Inc. is the sole Shareholder of the Corporation;

WHEREAS, the Shareholder wishes to adopt certain resolutions of the Corporation;

NOW THEREFORE, the following resolutions were adopted and passed by the Shareholder:

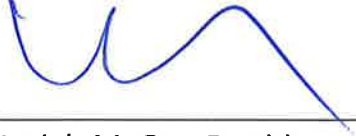
BE IT RESOLVED that the Shareholder of the Corporation approves and authorizes the merger of the Corporation with Confluence Rivers Utility Operating Company, Inc., a Missouri corporation (the "Surviving Entity"), Elm Hills Utility Operating Company, Inc., a Missouri corporation, Hillcrest Utility Operating Company, Inc., a Missouri corporation, Indian Hills Utility Operating Company, Inc., a Missouri corporation, and Osage Utility Operating Company, Inc., a Missouri corporation, pursuant to that certain Agreement and Plan of Merger.

BE IT FURTHER RESOLVED that the Shareholder of the Corporation ratifies and approves the aforementioned Agreement and Plan of Merger, setting forth the terms of the merger, dated April 28, 2021, attached hereto as "Exhibit A".

BE IT FURTHER RESOLVED that the Shareholder of the Corporation authorizes the Corporation's President, Josiah M. Cox, to take all actions necessary and required to consummate the merger.

IN WITNESS WHEREOF, the undersigned Shareholder of the Corporation has duly executed this Written Consent as of April 28, 2021.

RACCOON CREEK UTILITY HOLDING COMPANY,
INC.

By: 

Josiah M. Cox, President

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:

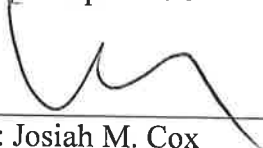
The effective date of the merger will be the date upon which the Missouri Secretary of State files the Articles of Merger. Upon the effective date of the merger, the merger shall have the effects specified in Section 351.447 of the Missouri Revised Statutes and this Agreement, including but not limited 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

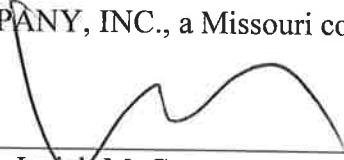
By 
Name: Josiah M. Cox
Title: President

MERGING ENTITIES


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

By 
Name: Josiah M. Cox
Title: President

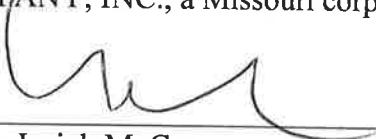
HILLCREST UTILITY OPERATING
COMPANY, INC., a Missouri corporation

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.

**CONSENT ACTION OF THE SHAREHOLDER
OF INDIAN HILLS UTILITY OPERATING COMPANY, INC.**

St. Louis, Missouri

April 28, 2021

The following actions were taken and unanimously consented to by the Shareholder of Indian Hills Utility Operating Company, Inc. (the "Corporation"), pursuant to § 351.273 of the Missouri Revised Statutes, as is indicated by the signature hereto:

WHEREAS, Indian Hills Utility Holding Company, Inc. is the sole Shareholder the Corporation;

WHEREAS, the Shareholder wishes to adopt certain resolutions of the Corporation;

NOW THEREFORE, the following resolutions were adopted and passed by the Shareholder:

BE IT RESOLVED that the Shareholder of the Corporation approves and authorizes the merger of the Corporation with Confluence Rivers Utility Operating Company, Inc., a Missouri corporation (the "Surviving Entity"), Elm Hills Utility Operating Company, Inc., a Missouri corporation, Hillcrest Utility Operating Company, Inc., a Missouri corporation, and Raccoon Creek Utility Operating Company, Inc., a Missouri corporation, pursuant to that certain Agreement and Plan of Merger.

BE IT FURTHER RESOLVED that the Shareholder of the Corporation ratifies and approves the aforementioned Agreement and Plan of Merger, setting forth the terms of the merger, dated April 28, 2021, attached hereto as "Exhibit A".

BE IT FURTHER RESOLVED that the Shareholder of the Corporation authorizes the Corporation's President, Josiah M. Cox, to take all actions necessary and required to consummate the merger.

IN WITNESS WHEREOF, the undersigned Shareholder of the Corporation has duly executed this Written Consent as of April 28, 2021.

INDIAN HILLS UTILITY HOLDING COMPANY,
INC.

By: _____

Josiah M. Cox, President

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:

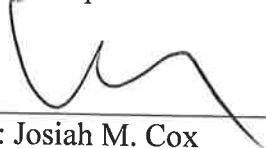
The effective date of the merger will be the date upon which the Missouri Secretary of State files the Articles of Merger. Upon the effective date of the merger, the merger shall have the effects specified in Section 351.447 of the Missouri Revised Statutes and this Agreement, including but not limited 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.

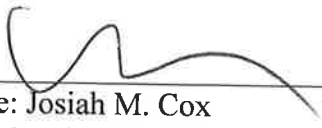
SURVIVING ENTITY

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

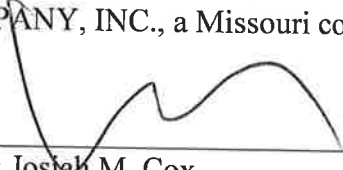
By 
Name: Josiah M. Cox
Title: President

MERGING ENTITIES


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

By 
Name: Josiah M. Cox
Title: President

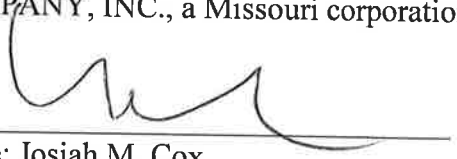
HILLCREST UTILITY OPERATING
COMPANY, INC., a Missouri corporation

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

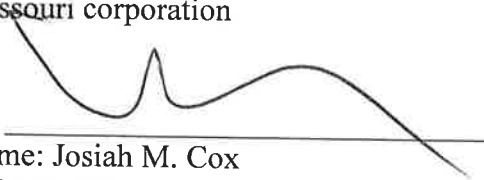
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