

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FEDEX GROUND PACKAGE SYSTEM, INC.", A DELAWARE CORPORATION, WITH AND INTO "FEDERAL EXPRESS CORPORATION" UNDER THE NAME OF "FEDERAL EXPRESS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MAY, A.D. 2024, AT 1:14 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE, A.D. 2024 AT 1:03 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

773143 8100M
SR# 20242566221

Authentication: 203604367
Date: 05-31-24

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF OWNERSHIP AND MERGER

of

FEDEX GROUND PACKAGE SYSTEM, INC.
(a Delaware corporation)

with and into

FEDERAL EXPRESS CORPORATION
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the “DGCL”), Federal Express Corporation, a Delaware corporation (the “Corporation”),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware (the “DGCL”).

SECOND: That effective as of June 1, 2024 at 1:03 A.M. Eastern Time, the Corporation will own all the outstanding shares of each class of the capital stock of FedEx Ground Package System, Inc., a Delaware corporation (the “FXG Subsidiary Corporation”).

THIRD: That the Corporation, by the following resolutions of its board of directors, duly adopted on May 20, 2024, determined to merge the FXG Subsidiary Corporation into itself (the “Merger”), with the Corporation being the sole surviving entity:

RESOLVED, that pursuant to Section 253 of the DGCL, in the Merger, the FXG Subsidiary Corporation shall be merged with and into the Corporation, whereupon the separate existence of the FXG Subsidiary Corporation shall cease, and the Corporation shall be the surviving corporation (the “Surviving Corporation”) of the Merger;

RESOLVED FURTHER, that the Merger is hereby approved pursuant to the provisions of Section 253 of the DGCL;

RESOLVED FURTHER, that the Merger shall become effective at 1:03 A.M. Eastern Time on June 1, 2024 (the “Effective Time”);

RESOLVED FURTHER, that from and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors of the Corporation at the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Corporation at the Effective Time shall be the officers of the Surviving Corporation;

RESOLVED FURTHER, that from and after the Effective Time, the bylaws of the Corporation shall continue to be the bylaws of the Surviving Corporation;

RESOLVED FURTHER, that from and after the Effective Time, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation; and

RESOLVED FURTHER, that from and after the Effective Time, the name of the Surviving Corporation shall be “Federal Express Corporation.”

FOURTH: That the Corporation shall be the surviving corporation of the Merger.

FIFTH: That the certificate of incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the Surviving Corporation.

SIXTH: The Merger shall become effective at 1:03 A.M. Eastern Time on June 1, 2024.

(Signature page follows)

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by a duly authorized officer, declaring that the facts stated herein are true.

FEDERAL EXPRESS CORPORATION

By: 

Name: C. Edward Klank III

Title: Secretary

Date: May 29, 2024