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MERGER OR SHARE EXCHANGE C. M. Cole & Associates, Inc.

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December 28, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C. M. COLE & ASSOCIATES, INC.
4676 MAI KAI LANE
BONITA SPRINGS, FL 34134US

SUBJECT: C. M. COLE & ASSOCIATES, INC.
REF: P95000033879

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

FAX Aud. #: H15000302762
Letter Number: 415A00026935

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are being submitted in accordance with the Florida Business Corporations Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
C. M. COLE & ASSOCIATES, INC.	Ohio	201529602000

SECOND: The name and jurisdiction of the **merging** corporation:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
C. M. COLE & ASSOCIATES, INC.	Florida	P95000033879

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on January 1, 2016.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 1, 2015.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on December 1, 2015.

SEVENTH: Signatures for each corporation:

C. M. COLE & ASSOCIATES, INC.,
an Ohio corporation

By: Charles M. Cole
CHARLES M. COLE
President

C. M. COLE & ASSOCIATES, INC., a
Florida corporation

By: Charles M. Cole
CHARLES M. COLE
President

PLAN OF MERGER

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is made and entered into as of the 1st day of December, 2015, by and between **C.M. COLE & ASSOCIATES, INC.**, an Ohio corporation ("CM Ohio") and **C.M. COLE & ASSOCIATES, INC.**, a Florida corporation ("CM Florida"), under the following circumstances:

- A. CM Florida was incorporated under the laws of the state of Florida law on or about May 1, 1995, and is authorized to issue Eight (8) voting shares and Nine Hundred Ninety-two (992) non-voting shares.
- B. CM Florida has Eight (8) voting shares and Nine Hundred Ninety-two (992) non-voting shares issued and outstanding.
- C. CM Ohio was incorporated under the laws of the state of Ohio law on October 23, 2015, and is authorized to issue Eight (8) voting shares and Nine Hundred Ninety-two (992) non-voting shares.
- D. CM Ohio has Four (4) voting shares and Four Hundred Ninety-six (496) non-voting shares issued and outstanding.
- E. The respective directors of CM Florida and CM Ohio have deemed it to be in the best interests of each corporation to merge CM Florida into CM Ohio.

NOW, THEREFORE, in consideration of the mutual promises contained herein, the parties agreement, the parties agree as follows:

1. **Merger.** The parties agree that CM Florida shall be merged into CM Ohio (the "Merger") pursuant to the terms and conditions set forth in this Agreement. The term "Surviving Corporation" shall mean CM Ohio after the merger contemplated by this Agreement is effected.

2. **Name.** The name of the Surviving Corporation shall be C.M. Cole & Associates, Inc.

3. **Articles of Incorporation; Code of Regulations; Statutory Agent.** The articles of incorporation, code of regulations, and statutory agent of CM Ohio shall be the articles of incorporation, code of regulations, and statutory agent of the Surviving Corporation.

4. **Mode of Carrying Merger Into Effect; Manner/Basis of Converting Shares.** The mode of carrying the Merger into effect and the manner and basis of converting the shares of CM Florida into shares of CM Ohio shall be as follows:

(a) Each outstanding share of voting common stock of CM Florida shall be converted into one-half (1/2) shares of voting common stock of CM Ohio.

(b) Each outstanding share of non-voting common stock of CM Florida shall be converted into one-half (1/2) shares of non-voting common stock of CM Ohio.

(c) All present shareholders of CM Ohio shall retain the certificates for shares of voting and non-voting common stock they currently hold, which certificates shall represent a like number of shares of the Surviving Corporation.

5. **Post-Merger Ownership.** After giving effect to Section 4 of this Agreement, the Surviving Corporation shall have the same shareholders, in the same proportions and holding the same number of voting and non-voting shares, as the shareholders of CM Florida prior to the Merger.

5. **Effective Date.** The effective date of the Merger shall be January 1, 2016.

6. **Filings.** CM Ohio and CM Florida shall make or cause to be made all necessary or required filings in connection with the Merger, including, without limitation, the filing of a certificate of merger in the office of the Ohio Secretary of State, and articles of merger in the office of the Florida Department of State.

7. **Authority.** Each party represents to the other that it has full power and authority to enter into and perform this Agreement, and that each party's designated officer has full power and authority to execute and deliver this Agreement.

8. **Miscellaneous.** This Agreement shall be binding upon the parties and their respective heirs, executors, assigns or legal representatives. This Agreement represents the entire agreement among the parties as to the subject matter herein, and shall not be modified except by written agreement signed by all parties hereto. This Agreement shall be governed by Ohio law.

IN WITNESS WHEREOF, each party has executed this Agreement on or as of the date set forth above.

C.M. Cole & Associates, Inc.,
an Ohio corporation

C.M. Cole & Associates, Inc.,
a Florida corporation

By: Charles M. Cole
Charles M. Cole, President

By: Charles M. Cole
Charles M. Cole, President