

**404235**

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**MERGER OR SHARE EXCHANGE**  
**Cruise America, Inc.**

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**ARTICLES OF MERGER  
MERGING  
AMERICAN LAND CRUISERS OF CALIFORNIA, INCORPORATED  
WITH AND INTO  
CRUISE AMERICA, INC.**

The following articles of merger are being submitted in accordance with section 607.1105 of the Florida Business Corporation Act.

**First:** The name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Cruise America, Inc.	Florida	404235

**Second:** The name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
American Land Cruisers of California, Incorporated	California	C1057090

**Third:** The Agreement and Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the board of directors of the surviving corporation on December 22, 2016 and shareholder approval was not required.

**Sixth:** The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 22, 2016.


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Dated: December 22, 2016

**AMERICAN LAND CRUISERS OF CALIFORNIA,  
INCORPORATED**

By:   
Eric R. Bensen, Vice President, Chief Financial  
Officer, and Secretary

**CRUISE AMERICA, INC.**

By:   
Eric R. Bensen, Senior Executive Vice President

**EXHIBIT A**

**Agreement and Plan of Merger  
(Attached)**

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**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger ("Merger Agreement") dated as of the 22nd day of December, 2016, between American Land Cruisers of California, Incorporated, a California corporation ("ALC"), and Cruise America, Inc., a Florida corporation ("Cruise America"), has been prepared in accordance with Section 1110 of the California Corporations Code and Section 607.1104 of the Florida Business Corporation Act.

1. **Merger.** ALC shall be merged with and into Cruise America (the "Merger"), and Cruise America shall be the surviving entity (the "Surviving Entity"). As a result of the Merger, the separate existence of ALC as a legal entity shall cease. The assets of each party to the Merger shall vest in and devolve on the Surviving Entity by operation of law without further act or deed. The Surviving Entity shall be liable for all of ALC's debts and obligations.

2. **Effective Date.** The Merger shall become effective on the date on which the Merger becomes effective under the laws of the state of Florida or the date on which the Merger becomes effective under the laws of the state of California, whichever occurs later (the "Effective Date").

3. **Governing Documents.** The Articles of Incorporation of Cruise America, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity. The Bylaws of Cruise America, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Entity without change or amendment, but may be thereafter amended in accordance with the provisions thereof and applicable law.

4. **Conversion of Securities.** Upon the Effective Date, by virtue of the Merger and without any action on the part of ALC's sole shareholder, each issued and outstanding share of ALC common stock shall automatically be cancelled and returned and shall cease to exist, and no consideration shall be delivered in exchange therefor.

5. **Effect of Merger.** Upon the Effective Date, Cruise America shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public, or a private nature, of ALC, and all obligations belonging to or due to ALC, all of which shall be vested in Cruise America without further act or deed. Cruise America shall be liable for all of ALC's obligations; any claim existing, or action or proceeding pending, by or against ALC, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or Cruise America may be substituted in its place; and all the rights of ALC's creditors shall be preserved unimpaired.

6. **Amendment.** The parties hereto may amend, modify, or supplement this Merger Agreement by unanimous written consent prior to the Effective Date.

7. **Termination.** This Merger Agreement may be terminated and the Merger and the other transactions provided for herein may be abandoned at any time prior to the Effective Date by unanimous written consent of the parties hereto.

8. **Binding Effect.** Except as otherwise provided herein, this Merger Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and, where permitted, assigns.

9. **Entire Agreement.** This Merger Agreement contains all of the agreements between the parties hereto and supersedes any and all prior agreements, arrangements, or understandings between the parties relating to the subject matter hereof. No oral understandings, oral statements, oral promises, or oral

inducements exist. No representations, warranties, covenants, or conditions, express or implied, whether by statute or otherwise, other than as set forth herein, have been made by the parties hereto.

10. **Further Assurances.** The parties hereto shall execute all further instruments and perform all acts which are or may become necessary to effectuate and to carry out the transactions contemplated by this Merger Agreement.

11. **Counterparts.** This Merger Agreement may be executed in two counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed and delivered as of the date first above written.

**SURVIVING ENTITY:**

**CRUISE AMERICA, INC.**

By:   
Eric R. Bensen, Senior Executive Vice President

**DISAPPEARING ENTITY:**

**AMERICAN LAND CRUISERS OF CALIFORNIA,  
INCORPORATED**

By:   
Eric R. Bensen, Vice President, Chief Financial  
Officer, and Secretary