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**Florida Department of State**  
 Division of Corporations  
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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: RachelleM@Cheneybrothers.com

**MERGER OR SHARE EXCHANGE  
 CHENEY BROS., INC.**

Certificate of Status	0
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Page Count	03
Estimated Charge	\$60.00

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CHENEY BROS., INC.

\_\_\_\_\_  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Gary J. Cohan, Esq.

\_\_\_\_\_  
Contact Person

Cohen Norris, et al.

\_\_\_\_\_  
Firm/Company

712 US Highway One, Suite 400

\_\_\_\_\_  
Address

North Palm Beach, FL 33408

\_\_\_\_\_  
City, State and Zip Code

RACHELLEM@CHENEYBROTHERS.COM

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GARY J. COHAN

at ( 561 ) 844-3600

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**ARTICLES OF MERGER**  
**of**  
**CHENEY BROS., INC., a Florida corporation**  
**and**  
**PDNC, a Florida limited liability company**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: Cheney Bros., Inc., a Florida corporation, is the Surviving Corporation.

SECOND: PDNC, LLC, a Florida limited liability company, is the Merging Entity.

THIRD: The Surviving Corporation is the manager and sole member of the Merging Entity.

FOURTH: The Plan of Merger is attached.

FIFTH: The merger shall become effective on the later of (i) the date these Articles of Merger are filed with the Florida Department of State and (ii) the close of business on February 25, 2017.

SIXTH: The Plan of Merger was adopted by the directors of the Surviving Corporation on February 10, 2017.

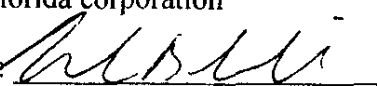
SEVENTH: The Plan of Merger was adopted by the sole manager/sole member of the Merging Entity on February 10, 2017.

EIGHTH: The Plan of Merger has been duly authorized by all action required by the laws of the State of Florida.


IN WITNESS WHEREOF, these Articles of Merger have been executed by the Surviving Corporation and the Merging Entity, as of February 10, 2017.

**SURVIVING CORPORATION:**      **MERGING ENTITY:**

**CHENEY BROS., INC.**  
a Florida corporation

By:   
Michael B. Sullivan  
Chief Financial Officer

**PDNC, LLC**  
a Florida limited liability company

By: Cheney OFS, Inc., its Manager  
By:   
Michael B. Sullivan  
Chief Financial Officer

FILED  
2017 FEB 14 AM 8:32  
SECRETARY OF STATE  
OF FLORIDA  
TALLAHASSEE, FL 32399

## **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated as of February 10, 2017 (“**Agreement**”), by and between **Cheney Bros., Inc.**, a Florida corporation (the “**Surviving Corporation**”), and **PDNC, LLC**, a Florida limited liability company (“**PDNC**”).

In consideration of the terms and conditions specified herein and other good and valuable consideration, the parties hereby agree as follows:

### ARTICLE I

#### THE MERGER

Section 1.01 The Merger. Articles of Merger (the “**Articles of Merger**”) providing for the merger of PDNC with and into the Surviving Corporation (the “**Merger**”) shall be duly prepared, executed and filed as promptly as practicable by PDNC and the Surviving Corporation, in accordance with the relevant provisions of the Florida Business Corporation Act and the Florida Revised Limited Liability Company Act and the parties hereto shall take any other actions required by law to make the Merger effective.

Following the Merger, the Surviving Corporation, with all its purposes, objects, rights, privileges, powers and franchises, shall continue, and PDNC shall cease to exist. The Merger shall become effective on the later of (i) the date the Articles of Merger are filed with the Florida Department of State and (ii) the close of business on February 25, 2017. The time the Merger becomes effective is referred to herein as the “**Effective Time**.”

Section 1.02 Effects of the Merger. The Merger shall have the effects set forth in the Florida Business Corporation Act and the Florida Revised Limited Liability Act.

Section 1.03 Directors. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Corporation until their successors shall have been duly elected or appointed and shall have qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

Section 1.04 Conversion. At the Effective Time, by virtue of the Merger and without any action on the part of any person, each membership interest of PDNC shall be cancelled. Each issued and outstanding share of common stock of the Surviving Corporation shall remain issued, outstanding and unchanged.

ARTICLE II

TERMINATION AND AMENDMENT

Section 2.01 Termination. This Agreement may be terminated at any time prior to the Effective Time by mutual consent of PDNC and the Surviving Corporation.

Section 2.02 Amendment. This Agreement may be amended by the parties hereto at any time before or after approval of the matters presented in connection with the Merger by the shareholders of the Surviving Corporation or of PDNC, but, after any such approval, no amendment shall be made which by law requires further approval by such shareholders without such further approval. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

ARTICLE III

MISCELLANEOUS

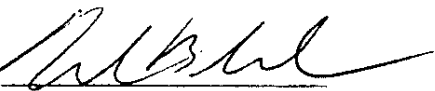
Section 3.01 Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

Section 3.02 Expenses. Whether or not the Merger is consummated, all costs and expenses incurred in connection with this Agreement and the transactions contemplated hereby shall be paid by the party incurring such costs and expenses.

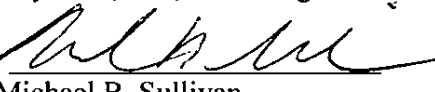
IN WITNESS WHEREOF, THE SURVIVING CORPORATION and PDNC have each caused this Agreement to be signed by its respective officer or manager thereunto duly authorized as of the date first written above.

**CHENEY BROS., INC.**

**PDNC, LLC**

By:   
Michael B. Sullivan  
Chief Financial Officer

By: Cheney OFS, Inc., its Manager

By:   
Michael B. Sullivan  
Chief Financial Officer