

321663

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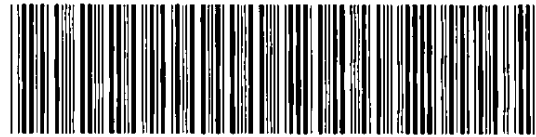
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mwilkinson@gray-robinson.com

June 30, 2017

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
ATTENTION: SUPERVISOR DARLENE
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Merger of (1) M&H Merger Sub, Inc. into Quentin L. Hampton Associates, Inc.; and
(2) Quentin L. Hampton Associates, Inc. into Mead & Hunt, Inc.
Our File No. 55339-3

Dear Darlene:

Enclosed for filing please find an original and three copies each of two sets of Articles of Merger.
The Articles of Merger must be filed in the following order:


First, please file and issue two certified copies of the Articles of Merger of **M&H Merger Sub, Inc. into Quentin L. Hampton Associates, Inc.**

Second, please file and issue two certified copies of the Articles of Merger of **Quentin L. Hampton Associates, Inc. into Mead & Hunt, Inc.**

**** PLEASE CHARGE ALL APPLICABLE FEES TO THIS FIRM'S
SUNBIZ ACCOUNT NUMBER 120010000078.**

Upon receipt of this request, please date-stamp one copy of each of the Articles attached, and call me at (850) 577-9090 x2832 when the certified copies are ready to be picked up later today.
Thank you for your assistance in this matter.

Sincerely,


Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures
553393 - # 11128563 v1

**ARTICLES OF MERGER
MERGING M&H MERGER SUB, INC.
WITH AND INTO
QUENTIN L. HAMPTON ASSOCIATES, INC.
AS THE SURVIVING CORPORATION**

FILED
JUN 30 2017
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

Pursuant to § 607.1109 of the Florida Business Corporation Act, M&H MERGER SUB, INC., a Wisconsin corporation (hereafter referred to as the "Merging Entity"), and QUENTIN L. HAMPTON ASSOCIATES, INC., a Florida corporation (Florida document #321663) (hereafter referred to as the "Surviving Entity"), hereby adopt the following Articles of Merger:

ARTICLE I

Merging Entity hereby merges with and into Surviving Entity, with Surviving Entity as the surviving corporation.

ARTICLE II

The Articles of Incorporation of Surviving Entity shall continue as the Articles of Incorporation of the surviving corporation.

ARTICLE III

The Plan of Merger was adopted and approved (i) by Joint Written Action of the Board of Directors and Shareholders of the Surviving Entity dated effective June 30, 2017, in accordance with the terms of Sections 607.0821 and 607.0704 of the Florida Statutes (the governing law of the Surviving Entity), and (ii) in accordance with the terms of the governing documents of the Surviving Entity. As of the date hereof, the Surviving Entity has three (3) directors in office.

ARTICLE IV

The Plan of Merger was adopted and approved (i) by Joint Written Action of the Board of Directors and Shareholders of the Merging Entity dated effective June 30, 2017, in accordance with the terms of Sections 180.0821 and 180.0704 of the Wisconsin Statutes (the governing law of the Merging Entity), and (ii) in accordance with the terms of the governing documents of the Merging Entity. As of the date hereof, the Merging Entity has three (3) directors in office. The merger is permitted by the laws of the State of Wisconsin and Merging Entity has complied with the laws of the State of Wisconsin as provided in Section 607.1107(1)(a), Florida Statutes.

ARTICLE V

All authorized and outstanding common shares of Surviving Entity and the certificates representing such shares shall be canceled on and after the effective date of the merger and the certificates representing such shares shall be converted into the right to receive the Merger

Consideration as provided in the Merger Agreement and Plan of Reorganization dated effective June 30, 2017 (on file at the surviving corporation's corporate office).

ARTICLE VI

All authorized and outstanding common shares of Merging Entity and the certificates representing such shares shall be surrendered and cancelled on the effective date of this merger and a single common share of the Surviving Entity shall be issued to the Shareholders of the Merging Entity. The single authorized and outstanding common share of Surviving Entity shall be all of the authorized and outstanding common shares of the Surviving Entity after the date of this merger.

ARTICLE VII

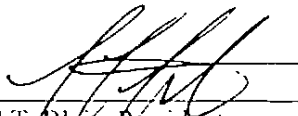
This merger shall be effective on July 1, 2017 at 00 a.m.

ARTICLE VIII

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference.

Dated this 28th day of June, 2017.

QUENTIN L. HAMPTON ASSOCIATES, INC.

By: 
Brad T. Blais, President

(CORPORATE SEAL)

M&H MERGER SUB, INC.

By: 
Rajan Sheth, Chief Executive Officer

(CORPORATE SEAL)

EXHIBIT "A"

**PLAN OF MERGER
MERGING M&H MERGER SUB, INC.
WITH AND INTO
QUENTIN L. HAMPTON ASSOCIATES, INC.
AS THE SURVIVING CORPORATION**

WHEREAS, M&H MERGER SUB, INC., hereinafter called "Merging Entity," is a Wisconsin corporation with its principal place of business at 2440 Deming Way, Middleton, WI 53562; and

WHEREAS, the aggregate number of shares that Merging Entity is authorized to issue is 1,000 shares at \$0.10 par value, of which 100 shares are outstanding; and

WHEREAS, QUENTIN L. HAMPTON ASSOCIATES, INC., hereinafter called "Surviving Entity" or the "Surviving Corporation," is a Florida corporation with its principal place of business at 4401 Eastport Parkway, Port Orange, Florida 32127; and

WHEREAS, the aggregate number of shares that Surviving Entity is authorized to issue is one hundred (100) shares at no par value, of which eighty (80) shares are outstanding; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets, and liabilities of both parties be combined into one (1) surviving corporation, which shall be QUENTIN L. HAMPTON ASSOCIATES, INC.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida, do hereby agree as follows:

1. Merger. The merger shall have the effect set forth in the Florida Business Corporation Act. Merging Entity shall be merged with and into Surviving Entity, and Surviving Entity does hereby merge Merging Entity with and into itself on and after the effective date of the contemplated merger which shall be 00 a.m. July 1, 2017:

(a) Surviving Entity shall be the Surviving Corporation and shall continue to exist as a domestic corporation under the laws of the State of Florida, with all of the rights and obligations of such surviving domestic corporation as are provided by the Florida Business Corporation Act.

(b) Merging Entity shall cease to exist and its property shall become the property of Surviving Entity as the Surviving Corporation.

2. Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of Surviving Entity shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation. The Articles of Incorporation and By-Laws of Merging Entity shall be terminated and thereafter be of no further force or effect.

3. Officers and Directors. The officers and directors of Surviving Entity shall be the officers and directors of the Surviving Corporation until their successors are duly elected and qualified.

4. Cancellation of Merging Entity's Shares. All authorized and outstanding common shares of Merging Entity and the certificates representing such shares shall be surrendered and cancelled on the effective date of the merger in exchange for one (1) share of the Surviving Entity.

5. Conversion of Surviving Entity's Shares. All authorized and outstanding common shares of Surviving Entity and the certificates representing such shares shall be converted into

the right to receive the Merger Consideration as provided in the Merger Agreement and Plan of Reorganization dated effective June 30, 2017 by and between Mead & Hunt Companies, Inc., a Wisconsin corporation (Buyer), M&H Merger Sub, Inc., a Wisconsin corporation (Merger Sub I), Mead & Hunt, Inc., a Wisconsin corporation (Merger Sub II), and Surviving Entity and the Shareholders of Surviving Entity immediately before this merger.

6. Approval. This Plan of Merger shall be submitted to the shareholders of Merging Entity and of Surviving Entity for approval. If and when such approval is obtained, the proper officers of each corporation shall, and are hereby authorized and directed, to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan of Merger.

7. Abandonment of Plan. Notwithstanding any of the provisions of this Plan of Merger, the directors of Surviving Entity and/or the directors of Merging Entity, at any time before or after approval by shareholders of either or both corporations and prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein, in which case this Plan of Merger shall thereby be cancelled and become null and void.

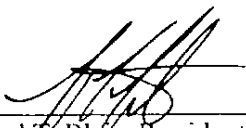
[Signature Page Follows]

IN WITNESS WHEREOF, Merging Entity and Surviving Entity have caused this Plan of Merger to be executed in their corporate names by their respective officers effective this 30th day of June, 2017.

Signed this 28th day of June, 2017.

SURVIVING ENTITY:

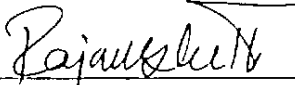
QUENTIN L. HAMPTON ASSOCIATES,
INC.

By: 
Brad Z. Blais, President

(CORPORATE SEAL)

MERGING ENTITY:

M&H MERGER SUB, INC.

By: 
Rajan Sheth, Chief Executive Officer

(CORPORATE SEAL)