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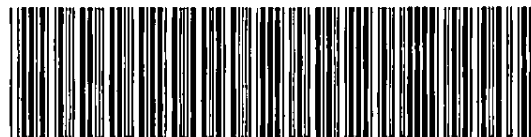
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CT CORP
(850) 656-4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 08/29/2025
Acc#I20160000072

W: 12/11

Name:	Florida Valuation Group, Inc.
Document #:	
Order #:	16495621

Certified Copy of Arts & Amend:	☐	<i>Please file mergers in order Presented, thank you!</i>	
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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

ARTICLES OF MERGER
OF
FLORIDA VALUATION GROUP, INC.,
a Florida corporation
WITH AND INTO
CBRE, INC.,
a Delaware corporation

August 27, 2025

The following articles of merger (the "Articles of Merger") of Florida Valuation Group, Inc., a Florida corporation (the "Merging Corporation"), and CBRE, Inc., a Delaware corporation (the "Surviving Corporation"), have been duly adopted and submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1105 of the FBCA.

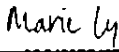
1. The name of the Merging Corporation is: Florida Valuation Group, Inc., a Florida corporation.
2. The name of the Surviving Corporation is: CBRE, Inc., a Delaware corporation.
3. The Plan of Merger is attached hereto as Exhibit A.
4. The Plan of Merger was approved by the Surviving Corporation in accordance with the applicable provisions of the Delaware General Corporation Law ("DGCL"). The Plan of Merger was approved by the Merging Corporation in accordance with the applicable provisions of the FBCA.
5. The surviving entity exists before the merger and is a foreign filing entity, and the certificate of incorporation of the Surviving Corporation as in force and effect immediately prior to the effective time and date of the merger in the State of Delaware shall be the certificate of incorporation of the Surviving Corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the State of Delaware.
6. The merger is to become effective August 31, 2025 at 9am ET. At the effective time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation.
7. The Plan of Merger was adopted and approved by the board of directors and the sole shareholder of the Surviving Corporation on the date hereof. The Plan of Merger was duly authorized in accordance with applicable law, including the DGCL.
8. The Plan of Merger was adopted and approved by the board of directors and the sole shareholder of the Merging Corporation on the date hereof. The Plan of Merger was duly authorized in accordance with applicable law, including the FBCA.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the date first written above.

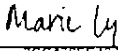
SURVIVING CORPORATION:

CBRE, INC.,
a Delaware corporation

Signed by:

By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General
Counsel and Assistant Secretary

MERGING CORPORATION:

FLORIDA VALUATION GROUP, INC.,
a Florida corporation

Signed by:

By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General
Counsel and Assistant Secretary

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FLETC ASSISTANT

Exhibit A

(Attached.)

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U.S. DISTRICT COURT
SOUTHERD DISTRICT OF NEW YORK

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is by and among CBRE, Inc., a Delaware corporation ("CBRE"), Insignia/ESG Capital Corporation, a Delaware corporation ("Insignia"), CBRE Redmond Woods Washington Inc., a Delaware corporation ("Redmond"), Austin-Vanguard Properties, Inc., a Texas corporation ("Austin-Vanguard"), CBRE Hawaii, Inc., a Hawaii corporation ("Hawaii"), Koll Investment Management, Inc., a California corporation ("Koll"), Whitestone Research Corporation, a Washington corporation ("Whitestone"), Florida Valuation Group, Inc., a Florida corporation ("FVG"), Environmental Systems, Inc., a Wisconsin corporation ("Environmental"), and IRC-Interstate Realty Corporation, a Tennessee corporation ("IRC"). CBRE, Insignia, Redmond, Austin-Vanguard, Hawaii, Koll, Whitestone, FVG, Environmental and IRC hereby agree as follows:

1. Each of Insignia, Redmond, Austin-Vanguard, Hawaii, Koll, Whitestone, FVG, Environmental and IRC shall, pursuant to the provisions of Section 252(c) of the Delaware General Corporation Law (the "DGCL"), Chapter 10 of the Texas Business Organizations Code (the "TBOC"), Sections 414-315, 414D-203, 425-204, 425E-1107, 428-905 of the Hawaii Revised Statutes (the "HRS"), Section 1113 of the California Corporations Code (the "CCC"), Chapter 23B.11.110 of the Washington Business Corporation Act (the "WBCA"), Chapter 607.1105 of the Florida Business Corporation Act (the "FBCA"), Section 180.1101 of the Wisconsin Statutes (the "WS") and Section 48-21-102 of the Tennessee Code (the "TC") be merged with and into CBRE, with CBRE being the surviving corporation at the effective time and date of the mergers. CBRE shall continue to exist as the surviving corporation under its present name. The separate existence of each of Insignia, Redmond, Austin-Vanguard, Hawaii, Koll, Whitestone, FVG, Environmental and IRC shall cease at the effective time and date of the mergers in accordance with the provisions of the DGCL, TBOC, HRS, CCC, WBCA, FBCA, WS and TC, as applicable.

2. Immediately prior to the effective time of the mergers, CBRE, is the sole shareholder of each of Insignia, Redmond, Austin-Vanguard, Hawaii, Koll, Whitestone, FVG, Environmental and IRC.

3. The issued and outstanding shares of each of Insignia, Redmond, Austin-Vanguard, Hawaii, Koll, Whitestone, FVG, Environmental and IRC immediately prior to the effective time and date of the mergers shall, at the effective time and date of the mergers, not be converted in any manner, but each such issued and outstanding share shall be cancelled. The issued and outstanding shares of CBRE immediately prior to the effective time and date of the mergers shall not be converted in any manner, but each such share shall continue to represent the issued and outstanding shares of the surviving corporation.

4. The certificate of incorporation of CBRE as in force and effect immediately prior to the effective time and date of the mergers in the State of Delaware shall be the certificate of incorporation of the surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the State of Delaware.

5. The bylaws of CBRE as in force and effect immediately prior to the effective time and date of the mergers shall be the bylaws of the surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

6. The directors and officers of CBRE in office immediately prior to the effective time and date of the mergers shall be the directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

7. From and after the effective time and date of the mergers, CBRE shall thenceforth be responsible and liable for all debts, liabilities, obligations, duties and penalties of each of Insignia, Redmond, Austin-Vanguard, Hawaii, Koll, Whitestone, FVG, Environmental and IRC, and the same shall thenceforth attach to CBRE and may be enforced against CBRE to the same extent as if said debts, liabilities, obligations, duties and penalties had been incurred or contracted by CBRE. No liability or obligation due at the effective time and date of the mergers, or then become due, nor any claim or demand for any cause then existing against any party hereto (or any shareholder, member, director, manager, partner or officer thereof) shall be released or impaired by the mergers. All rights of creditors and all liens upon property of each of the parties hereto shall be preserved unimpaired. Any existing claim and any action or proceeding, civil or criminal, pending by or against any of the parties hereto may be prosecuted as if the mergers had not taken place, with CBRE being substituted in place of any of Insignia, Redmond, Austin-Vanguard, Hawaii, Koll, Whitestone, FVG, Environmental and IRC, and any judgment rendered against any of the parties hereto may be enforced against CBRE.

8. This Plan of Merger herein made has been duly approved in the manner required under the laws of the States of Delaware, Texas, Hawaii, California, Washington, Florida, Wisconsin and Tennessee, as applicable.

9. The Board of Directors and the proper officers of each of CBRE, Insignia, Redmond, Austin-Vanguard, Hawaii, Koll, Whitestone, FVG, Environmental and IRC are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the mergers provided for herein.

10. The Board of Directors of each of CBRE, Insignia, Redmond, Austin-Vanguard, Hawaii, Koll, Whitestone, FVG, Environmental and IRC may terminate this Plan of Merger at any time before the time at which a certificate of merger is filed with the Secretary of State of Delaware.

11. No vote of the stockholder of CBRE is needed to approve this Plan of Merger pursuant to Section 251(f) of the DGCL as (a) the certificate of incorporation of CBRE is not being amended, (b) each share of stock of CBRE outstanding immediately prior to the effective date of the mergers is to be an identical outstanding or treasury shares of CBRE after the effective date of the mergers, and (c) no shares of common stock of CBRE and no shares, securities or obligations convertible into such stock are to be issued or delivered under this Plan of Merger.

12. The mergers provided for in this Plan of Merger shall be effective August 31, 2025 at 9am E.T.

13. A copy of this Plan of Merger will be furnished by CBRE on request, without cost, to any stockholder of CBRE, Insignia, Redmond, Austin-Vanguard, Hawaii, Koll, Whitestone, FVG, Environmental and IRC.

14. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original for all purposes, but such counterparts taken together shall constitute one and the same instrument.

15. This Plan of Merger shall be construed and enforced in accordance with the laws of the State of Delaware without regard to its conflict of laws principles.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the 27th day of August, 2025.

CBRE:

CBRE, INC.,
a Delaware corporation

Signed by:
Marie Ly
By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General Counsel and Assistant Secretary

INSIGNIA:

INSIGNIA/ESG CAPITAL CORPORATION,
a Delaware corporation

Signed by:
Marie Ly
By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General Counsel and Assistant Secretary

REDMOND:

CBRE REDMOND WOODS
WASHINGTON INC.,
a Delaware corporation

Signed by:
Marie Ly
By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General Counsel and Assistant Secretary

AUSTIN-VANGUARD:

AUSTIN-VANGUARD PROPERTIES, INC.,
a Texas corporation

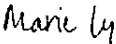
Signed by:
Marie Ly
By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General Counsel and Assistant Secretary

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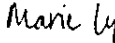
HAWAII:

CBRE HAWAII, INC.,
a Hawaii corporation

Signed by:

By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General
Counsel and Assistant Secretary

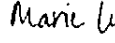
KOLI:

KOLI INVESTMENT MANAGEMENT, INC.,
a California corporation

Signed by:

By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General
Counsel and Assistant Secretary

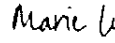
WHITESTONE:

WHITESTONE RESEARCH CORPORATION,
a Washington corporation

Signed by:

By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General
Counsel and Assistant Secretary

FVG:

FLORIDA VALUATION GROUP, INC.,
a Florida corporation

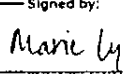
Signed by:

By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General
Counsel and Assistant Secretary

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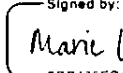
ENVIRONMENTAL:

ENVIRONMENTAL SYSTEMS, INC.,
a Wisconsin corporation

Signed by:

By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General
Counsel and Assistant Secretary

IRC:

IRC-INTERSTATE REALTY
CORPORATION,
a Tennessee corporation

Signed by:

By: _____
Name: Marie Ly
Title: Senior Vice President, Deputy General
Counsel and Assistant Secretary

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TALLAHASSEE, FL