

12/23/2015 16

Division

# F040000002107

Florida Department of State  
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**MERGER OR SHARE EXCHANGE**  
**American Home Inspectors Training Institute, Ltd.**

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## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation 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> (If known/ applicable)
American Home Inspectors Training Institute, I t.d. Wisconsin		F04000002107

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Keen Skills, Inc.	Florida	P02000127924

**Third:** The Plan of Merger is attached.

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

**OR** 12 31 15 / 11:59 p.m. EST (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 22, 2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 22, 2015.

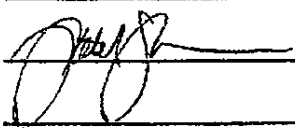
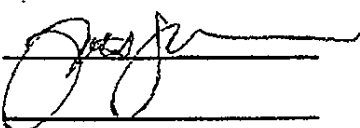
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
American Home Inspectors		
Training Institute, Ltd.		Patrick Sheahan, President
Keen Skills, Inc.		Patrick Sheahan, President

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**PLAN AND AGREEMENT OF MERGER**  
of  
**Keen Skills, Inc.**  
with and into  
**American Home Inspectors Training Institute, Ltd.**

THIS PLAN AND AGREEMENT OF MERGER (hereinafter this "Agreement"), is made and entered into as of December 22, 2015, by and between Keen Skills, Inc., a Florida corporation (hereinafter referred to as "Keen"), and American Home Inspectors Training Institute, Ltd., a Wisconsin corporation (hereinafter referred to as "AHIT," and with Keen hereinafter sometimes collectively referred to as the "Constituent Companies").

WITNESSETH:

WHEREAS, Keen is a corporation duly organized and existing under the laws of the State of Florida, and AHIT is a corporation duly organized and existing under the laws of the State of Wisconsin; and

WHEREAS, the Boards of Directors of the Constituent Companies deem it advisable that Keen be merged into AHIT pursuant to this Agreement, and the Constituent Companies respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Wisconsin.

NOW, THEREFORE, the Constituent Companies hereby agree in accordance with the applicable provisions of the laws of the State of Wisconsin that Keen shall be merged into AHIT, which shall continue its existence and be the entity surviving the merger (AHIT hereinafter sometimes referred to as the "Surviving Company"), upon the following terms and conditions of the merger hereby agreed upon (hereinafter referred to as the "Merger"):

**ARTICLE I**  
**EFFECTIVE TIME OF MERGER**

At the effective time of the Merger, the separate existence of Keen shall cease, and Keen shall be merged into the Surviving Company. Consummation of the Merger shall be deemed effective at 11:59 p.m. EST on the 31<sup>st</sup> day of December, 2015.

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**ARTICLE II  
GOVERNING LAW; ARTICLES OF INCORPORATION**

The laws of the State of Wisconsin shall govern the Surviving Company. The Articles of Incorporation of AHIT shall, at the effective time of the Merger, remain in effect, as the Articles of Incorporation of the Surviving Company, until the same shall be further amended or altered in accordance with the provisions thereof.

**ARTICLE III  
BY-LAWS**

The By-Laws of AHIT at the effective time of the Merger shall be the By-Laws of the Surviving Company until altered or amended in accordance with the provisions thereof.

**ARTICLE IV  
DIRECTORS AND OFFICERS**

The Directors and Officers of AHIT at the effective time of the Merger shall be and remain the Directors and Officers of the Surviving Company, and they shall hold their office until their respective successors are duly elected and qualified.

**ARTICLE V  
TREATMENT OF SHARES IN THE MERGER**

The mode of carrying into effect the Merger is as follows:

1. Keen Skills, Inc. Common Stock. Each outstanding share of Keen stock shall be extinguished.
2. Surrender of Certificates. After the effective time of the Merger, each holder of an outstanding certificate or certificates representing shares of Keen stock shall surrender such certificates to the Surviving Company for cancellation.

**ARTICLE VI  
TRANSFER OF ASSETS; ASSUMPTION OF LIABILITIES**

From and after the effective time of the Merger, the Surviving Company shall be liable and responsible for all the liabilities and obligations of the Constituent Companies.

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**ARTICLE VII  
EFFECT OF THE MERGER**

At the effective time of the Merger, the Surviving Company shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, franchises and powers both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Companies, and all the rights, privileges, immunities and powers of each of the Constituent Companies and all property, real, personal and mixed, and all debts due to either Constituent Company on whatever account, and all other property and rights belonging to each of said corporations, shall be vested in the Surviving Company.

This Agreement has been signed by an authorized officer of the Constituent Companies, all as of the day and year first above written.

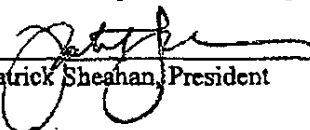
Keen Skills, Inc.

By:

  
Patrick Sheahan, President

American Home Inspectors Training Institute, Ltd.

By:

  
Patrick Sheahan, President

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