

F 18 00000 3829

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

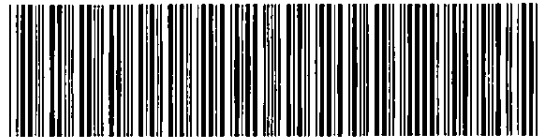
(Document Number)

Certified Copies _____ Certificates of Status _____

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2025 APR 25 PM 10:54

RECEIVED

6/25/2025

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Pedcor Homes Corporation
Name of Corporation

DOCUMENT NUMBER: F18000003829

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Troy Buchanan

Name of Contact Person

Pedcor Companies

Firm/Company

776 3rd Avenue S.W.

Address

Carmel, IN 46032

City/State and Zip Code

abshaffer@pedcor.net

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

For further information concerning this matter, please call:

Troy Buchanan

Name of Contact Person

at (317) 208-3758

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| ☒ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy | ☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 12, 2025

TROY BUCHANAN
770 3RD AVENUE SW
CARMEL, IN 46032

SUBJECT: PEDCOR HOMES CORPORATION
Ref. Number: F18000003829

We have received your document for PEDCOR HOMES CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 025A00012678



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 16, 2025

TROY BUCHANAN
770 3RD AVENUE SW
CARMEL, IN 46032

SUBJECT: PEDCOR HOMES CORPORATION
Ref. Number: F18000003829

We have received your document for PEDCOR HOMES CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The certificate of existence or certificate of good standing must show that the entity converted from the State of California to the State of Indiana.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 425A00010713

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

2025 JUL 25 AM 10:54
FILED

SECTION I
(1-3 MUST BE COMPLETED)

FL000003829

(Document number of corporation (if known))

1. Pedcor Homes Corporation
(Name of corporation as it appears on the records of the Department of State)
2. California 3. 8/14/2018
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) _____
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Indiana

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

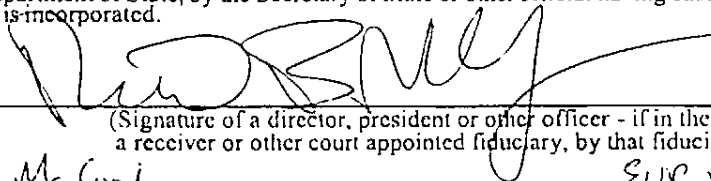
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Richard B. McCoil

(Typed or printed name of person signing)

Secy & COO

(Title of person signing)

FILING FEE \$35.00

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

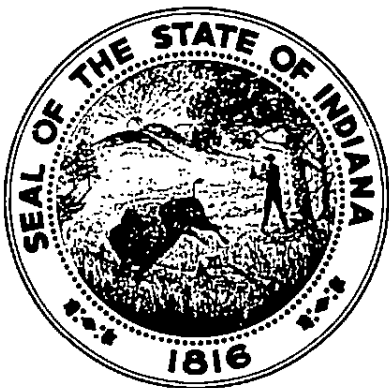
I, DIEGO MORALES, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

PEDCOR HOMES CORPORATION

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on February 14, 2022, and was in existence or authorized to transact business in the State of Indiana on March 31, 2025.

I further certify this Domestic For-Profit Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution, or expiration has been filed or taken place. All fees, taxes, interest, and penalties owed to Indiana by the domestic or foreign entity and collected by the Secretary of State have been paid.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 31, 2025

Diego Morales

DIEGO MORALES
SECRETARY OF STATE

202202141565647 / 20254323917

All certificates should be validated here: <https://bsd.sos.in.gov/ValidateCertificate>

Expires on April 30, 2025.

State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER
of
PEDCOR HOMES CORPORATION

I, HOLLI SULLIVAN, Secretary of State, hereby certify that an Articles of Merger of the above Domestic For-Profit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

The following non-surviving entity(s):

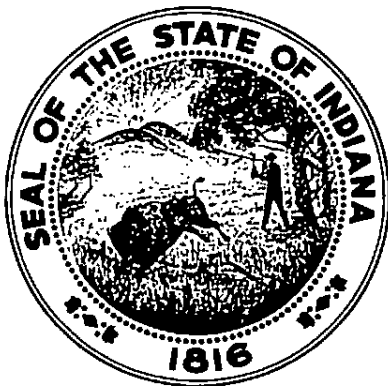
PEDCOR HOMES CORPORATION

a(n) Foreign For-Profit Corporation

merged with and into the surviving entity(s):

PEDCOR HOMES CORPORATION

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, February 15, 2022.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 16, 2022

HOLLI SULLIVAN
SECRETARY OF STATE

202202141565647 /9318931

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

APPROVED AND FILED
HOLLI SULLIVAN
INDIANA SECRETARY OF STATE
02/15/2022 08:07 AM

ARTICLES OF INCORPORATION

Formed pursuant to the provisions of the Indiana Code.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

BUSINESS ID 202202141565647
BUSINESS TYPE Domestic For-Profit Corporation
BUSINESS NAME PEDCOR HOMES CORPORATION
PRINCIPAL OFFICE ADDRESS 18 NW Fourth Street, Evansville, IN, 47708, USA

ARTICLE II - REGISTERED OFFICE AND ADDRESS

REGISTERED AGENT TYPE Individual
NAME Donald R. Neel
ADDRESS 18 NW Fourth Street, Evansville, IN, 47708, USA
SERVICE OF PROCESS EMAIL

ARTICLE III - PERIOD OF DURATION AND EFFECTIVE DATE

PERIOD OF DURATION Perpetual
EFFECTIVE DATE 02/14/2022
EFFECTIVE TIME 12:01AM

ARTICLE IV - GOVERNING PERSON INFORMATION

TITLE CEO
NAME Bruce Cordingley
ADDRESS 770 3rd Avenue SW, Carmel, IN, 46032, USA

ARTICLE V - INCORPORATOR(S)

NAME Carrie Hill
ADDRESS 201 North Illinois Street, Suite 1400, Indianapolis, IN, 46204, USA

APPROVED AND FILED
HOLLI SULLIVAN
INDIANA SECRETARY OF STATE
02/15/2022 08:07 AM

ARTICLE VI - GENERAL INFORMATION

AUTHORIZED SHARES 1000

SIGNATURE

THE SIGNATOR(S) REPRESENTS THAT THE REGISTERED AGENT NAMED IN THE APPLICATION HAS CONSENTED TO THE APPOINTMENT OF REGISTERED AGENT.

THE UNDERSIGNED, DESIRING TO FORM A CORPORATION PURSUANT TO THE PROVISIONS OF THE INDIANA BUSINESS CORPORATION LAW AS AMENDED, EXECUTES THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **February 14, 2022**.

THE UNDERSIGNED ACKNOWLEDGES THAT A PERSON COMMITS A CLASS A MISDEMEANOR BY SIGNING A DOCUMENT THAT THE PERSON KNOWS IS FALSE IN A MATERIAL RESPECT WITH THE INTENT THAT THE DOCUMENT BE DELIVERED TO THE SECRETARY OF STATE FOR FILING.

SIGNATURE Carrie Hill
TITLE Incorporator

Business ID : 202202141565647
Filing No : 9316915

(Continuation)

**ARTICLES OF INCORPORATION
OF
PEDCOR HOMES CORPORATION**

ARTICLE VII
Authorized Shares

Section 1. Number of Shares. The total number of shares of capital stock which the Corporation is to have authority to issue is set forth above under the provision titled "Authorized Shares," consisting of One Thousand (1,000) shares designated as common stock, no par value per share (the "Common Stock").

Section 2. Terms of Shares. Each share of Common Stock shall be equal to every other share of Common Stock and shall participate equally in all earnings and profits of the Corporation and on distribution of assets, either on dissolution, liquidation, or otherwise.

Section 3. Voting Rights. Each holder of the Common Stock shall have the right to vote on all matters presented to shareholders and shall be entitled on all matters including elections of directors to one vote for each share of Common Stock registered in his name on the books of the Corporation.

ARTICLE VIII
Directors

Section 1. Number of Directors. The initial Board of Directors is composed of five (5) members. The number of directors may be changed from time to time by the Bylaws of the Corporation or by resolution of the Board of Directors. In the absence of a bylaw fixing the number of directors, the number shall be five (5).

Section 2. Qualification. Directors need not be a resident of the State of Indiana or a shareholder of the Corporation.

Section 3. Removal. Any director may be removed, with or without cause, only by the affirmative vote of a majority of the actual number of shares entitled to vote for the election of directors at any meeting called for that purpose.

ARTICLE IX
Indemnification

Section 1. Definitions. For purposes of this Article, the following terms shall have the following meanings:

(a) "Liabilities" and "Expenses" shall mean monetary obligations actually incurred by or on behalf of a director or officer in connection with the investigation, defense, or appeal of a Proceeding or in satisfying a claim thereunder and shall include, but shall not be limited to, attorneys' fees and disbursements, amounts of judgments, fines or penalties, excise taxes assessed with respect to an employee benefit plan, and amounts paid in settlement by or on behalf of a director or officer.

(b) "Other Enterprise" shall mean any corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not, for which a director or officer is or was serving, at the request of the Corporation, as a director, officer, partner, trustee, employee, or agent.

(c) "Proceeding" shall mean any claim, action, suit, or proceeding (whether brought by or in the right of the Corporation or Other Enterprise or otherwise), whether civil, criminal, administrative, or investigative, whether formal or informal, whether actual or threatened or in connection with an appeal relating thereto, in which a director or officer may become involved, as a party or otherwise, (i) by reason of his or her being or having been a director or officer of the Corporation (and, if applicable, an employee or agent of the Corporation) or a director, officer, partner, trustee, employee, or agent of an Other Enterprise or arising out of his or her status as such, or (ii) by reason of any past or future action taken or not taken by a director or officer in any such capacity, whether or not he or she continues to be such at the time he or she incurs Liabilities and Expenses under the Proceeding.

(d) "Standard of Conduct" shall mean that a director or officer, based on facts then known to the director or officer, discharged the duties as a director or officer, including duties as a member of a committee, in good faith in what he or she reasonably believed to be in or not opposed to the best interests of the Corporation or Other Enterprise, as the case may be, and, in addition, in any criminal Proceeding had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Proceeding, by judgment, order, settlement (whether with or without court approval) or conviction or upon a plea of guilty, shall not create a presumption that the director or officer did not meet the Standard of Conduct.

Section 2. Indemnification. If a director or officer is made a party to or threatened to be made a party to any Proceeding, the Corporation shall indemnify the director or officer against Liabilities and Expenses incurred by him or her in connection with such Proceeding in the following circumstances:

(a) If a director or officer has been wholly successful on the merits or otherwise with respect to any such Proceeding, he or she shall be entitled to indemnification for Liabilities and Expenses as a matter of right.

(b) In all other situations, subject to the requirements below, a director or officer shall be entitled to indemnification for Liabilities and Expenses as a matter of right unless a review of the request for indemnification and the facts and circumstances underlying the Proceeding, as proscribed below, determines beyond a reasonable doubt that (i) the director or officer has breached or failed to perform his or her duties as a director or officer in compliance with the Standard of Conduct and (ii) with respect to any action or failure to act by the director or officer which is at issue in such Proceeding, such action or failure to act constituted willful misconduct or recklessness. A review and determination of a director's or officer's request for indemnification under this Subsection (b) shall be made in accordance with any one of the following procedures:

(1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to, or who have been wholly successful with respect to, such Proceeding;

(2) if a quorum cannot be obtained under (1) above, by a majority vote of a committee duly designated by the Board of Directors (in the designation of which,

directors who are parties to such Proceeding may participate), consisting solely of two (2) or more directors who are not parties to, or who have been wholly successful with respect to, such Proceeding;

(3) by independent legal counsel selected by

(i) the Board of Directors or its committee in the manner prescribed under (1) or (2) above; or

(ii) if a quorum cannot be obtained under (1) above and a committee cannot be designated under (2) above, a majority vote of the full Board of Directors (in which selection, directors who are parties to such Proceeding may participate); or

(4) by a committee consisting of three (3) or more disinterested persons selected by a majority vote of the full Board of Directors (in which selection, directors who are parties to such Proceeding may participate).

Any determination made in accordance with the above procedures shall be binding on the Corporation and the director or officer.

(c) If several claims, issues, or matters of action are involved, a director or officer may be entitled to indemnification as to some matters even though he or she is not entitled to indemnification as to other matters.

(d) The indemnification herein provided shall be applicable to Proceedings made or commenced after the adoption of this Article, whether arising from acts or omissions to act which occurred before or after the adoption of this Article.

Section 3. Prepaid Liabilities and Expenses. The Liabilities and Expenses which are incurred or are payable by a director or officer in connection with any Proceeding shall be paid by the Corporation in advance, with the understanding and agreement between such director or officer and the Corporation, that, in the event it shall ultimately be determined as provided herein that the director or officer was not entitled to be indemnified, or was not entitled to be fully indemnified, the director or officer shall repay to the Corporation such amount, or the appropriate portion thereof, so paid or advanced.

Section 4. Notification and Defense of Proceeding. Promptly after receipt by a director or officer of notice of the commencement or threat of any Proceeding, the director or officer will, if a request for indemnification in respect thereof is to be made against the Corporation under this Article, notify the Corporation in writing of the commencement or threat thereof. Notwithstanding, the failure to so notify the Corporation will not relieve it from any obligation which it may have to the director or officer, except to the extent the Corporation is prejudiced. With respect to any such Proceeding as to which the director or officer notifies the Corporation of the commencement or threat thereof:

(a) the Corporation will be entitled to participate therein at its own expense;

(b) except as otherwise provided below, to the extent that it may so desire, the Corporation, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel reasonably satisfactory to the director or officer. After notice from the Corporation to the director or officer of its election to assume the defense of the director or officer in the Proceeding, the Corporation will not be liable to the director or officer

under this Article for any Liabilities and Expenses subsequently incurred by the director or officer in connection with the defense thereof, other than reasonable costs of investigation or as otherwise provided below. The director or officer shall have the right to employ counsel in such Proceeding, but the expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the director or officer unless:

- (i) the employment of counsel by the director or officer has been authorized by the Corporation;
- (ii) the director or officer shall have reasonably concluded that there may be a conflict of interest between the Corporation and the director or officer in the conduct of the defense of such Proceeding; or
- (iii) the Corporation shall not in fact have employed counsel to assume the defense of such Proceeding;

in each of which cases, the expenses of counsel employed by the director or officer shall be paid by the Corporation. The Corporation shall not be entitled to assume the defense of any Proceeding brought by or in the right of the Corporation or as to which the director or officer shall have made the conclusion provided for in (b)(ii) above; and

(c) the Corporation shall not be liable to indemnify a director or officer under this Article for any amounts paid in settlement of any Proceeding without the Corporation's prior written consent. The Corporation shall not settle any Proceeding in any manner which would impose any penalty or limitation on a director or officer without the director's or officer's prior written consent. Neither the Corporation nor a director or officer will unreasonably withhold its or his or her consent to any proposed settlement.

Section 5. Other Rights and Remedies. The rights of indemnification provided under this Article are not exhaustive and shall be in addition to any rights to which a director or officer may otherwise be entitled by contract or as a matter of law. Irrespective of the provisions of this Article, the Corporation may, at any time and from time to time, indemnify directors and officers to the full extent permitted by the provisions of the Indiana Business Corporation Law, or any successor law, as then in effect, whether with regard to past or future matters.

Section 6. Continuation of Indemnity. All obligations of the Corporation under this Article shall survive the termination of a director's or officer's service in any capacity covered by this Article.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any director, officer or other person, or any person who is or was serving at the request of the Corporation as a director, officer, partner, trustee or agent of an Other Enterprise, against any liability asserted against such person and incurred by such person in any capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of applicable statutes, this Article or otherwise.

Section 8. Benefit. The provisions of this Article shall inure to the benefit of each director or officer and his or her respective heirs, personal representatives and assigns and the Corporation, its successors and assigns.

Section 9. Severability. In case any one or more of the provisions contained in this Article shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or

unenforceability shall not affect any other provision of this Article, but this Article shall be construed as if such invalid, illegal or unenforceable provision or provisions had never been contained herein.

Section 10. Employees and Agents. The Corporation may, at any time and from time to time, indemnify an employee or agent of the Corporation for Liabilities and Expenses to the same extent as the foregoing indemnification of directors and officers.

ARTICLE X
Provisions for Regulation of Business
and Conduct of Affairs of Corporation

Section 1. Bylaws. The Board of Directors, by a majority vote of the actual number of directors elected and qualified from time to time, shall have the power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation.

Section 2. Articles of Incorporation. The Corporation shall be deemed, for all purposes, to have reserved the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation to the extent and in the manner permitted or prescribed by applicable law, and all rights herein conferred upon any person are granted subject to such reservation.

Section 3. Powers of Directors. In addition to the powers and the authority granted by these Articles of Incorporation, the Bylaws of the Corporation, or by statute expressly conferred, the Board of Directors of the Corporation is hereby authorized to exercise all powers and to do all acts and things as may be exercised or done under the laws of the State of Indiana by a corporation organized and existing under the provisions of the Indiana Business Corporation Law and not specifically prohibited or limited by these Articles of Incorporation.

* * * * *

31548897v1

ARTICLES OF MERGER

OF

PEDCOR HOMES CORPORATION
(a California corporation)

WITH AND INTO

PEDCOR HOMES CORPORATION
(an Indiana corporation)

In accordance with the requirements of the Indiana Business Corporation Law, as amended (the "Act"), and the California Corporations Code, as amended (the "Code"), the Surviving Corporation (as defined below), and the Merging Corporation (as defined below), desiring to effect a merger, set forth the following facts:

ARTICLE I

SURVIVING CORPORATION

Section 1. The corporation surviving the merger is Pedcor Homes Corporation, an Indiana corporation (the "**Surviving Corporation**"), a wholly-owned subsidiary of United Fidelity Bank, fsb, a federal savings association organized under the laws of the United States ("**UFB**"). The Surviving Corporation's name has not been changed as a result of the merger and will remain "Pedcor Homes Corporation."

Section 2. The Surviving Corporation was incorporated under the laws of the State of Indiana on February 14, 2022 and exists pursuant to the provisions of the Act.

ARTICLE II

MERGING CORPORATION

Section 1. The corporation that shall not survive the merger is Pedcor Homes Corporation, a California corporation (the "**Merging Corporation**"), a wholly-owned subsidiary of UFB.

Section 2. The Merging Corporation was incorporated under the laws of the State of California on October 7, 1996 and exists pursuant to the provisions of the Code.

ARTICLE III

MANNER OF ADOPTION AND VOTE

Section 1. Action by Surviving Corporation

A. Action by Directors. The agreement and plan of merger was adopted and approved by the Board of Directors of the Surviving Corporation by unanimous written consent effective February 14, 2022 in accordance with the Act.

B. Action by Shareholders. The agreement and plan of merger was adopted and approved by the

sole shareholder of the Surviving Corporation by unanimous written consent effective February 14, 2022. The designation, number of outstanding shares, number of votes entitled to be cast, number of votes represented at the meeting, and number of shares voted in favor or against or having abstained is set forth below:

<u>Designation of Voting Group</u>	<u>Common Stock</u>
Number of Outstanding Shares	1,000
Number of Votes Entitled to be Cast	1,000
Number of Votes Represented at the Meeting	1,000
Shares Voted in Favor	1,000
Shares Voted Against	0
Shares Abstained	0

The number of votes cast for approval of the agreement and plan of merger by the shareholders of the Surviving Corporation was sufficient for approval thereof.

Section 2. Action by Merging Corporation

A. Action by Directors. The agreement and plan of merger was adopted and approved by the Board of Directors of the Merging Corporation by unanimous written consent effective February 14, 2022 in accordance with the Code.

B. Action by Shareholders. The agreement and plan of merger was adopted and approved by the sole shareholder of the Merging Corporation by unanimous written consent effective February 14, 2022. The designation, number of outstanding shares, number of votes entitled to be cast, number of votes represented at the meeting, and number of shares voted in favor or against or having abstained is set forth below:

<u>Designation of Voting Group</u>	<u>Common Stock</u>
Number of Outstanding Shares	1,000
Number of Votes Entitled to be Cast	1,000
Number of Votes Represented at the Meeting	1,000
Shares Voted in Favor	1,000
Shares Voted Against	0
Shares Abstained	0

The number of votes cast for approval of the agreement and plan of merger by the shareholders of the Merging Corporation was sufficient for approval thereof.

ARTICLE IV

REGISTERED AGENT INFORMATION

Section 1. Registered Agent. The registered agent for the Surviving Corporation is a commercial registered agent. The name and address of the registered agent is Donald R. Neel, 18 NW Fourth Street, Evansville, IN 47708. The e-mail address of the registered agent at which the registered agent will accept electronic service of process is dneel@unitedfidelity.com.

Section 2. Appointment. The undersigned signators represent that the registered agent named in these Articles of Merger has consented to the appointment of registered agent.

ARTICLE VI

EFFECTIVE DATE AND TIME

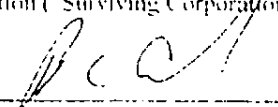
The effective date and time of the merger hereby effectuated shall be 11:59 p.m., Eastern Time, on February 15, 2022.

[Signature Page Follows]

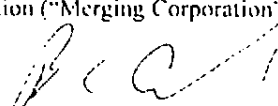
Approved and Filed
20220214165647/9318931
Filing Date: 02/16/2022
Effective :02/15/2022 11:59 PM
Holl Sullivan
Indiana Secretary of State

IN WITNESS WHEREOF, the undersigned being the President and Chief Executive Officer of the Surviving Corporation and the President and Chief Executive Officer of the Merging Corporation, respectively, acting for and on behalf of such corporations, hereby execute these Articles of Merger and verify, subject to the penalties of perjury, that the statements contained herein are true this 15th day of February, 2022.

PEDCOR HOMES CORPORATION, an Indiana
corporation ("Surviving Corporation")

By: 
Bruce Cordingley
President and Chief Executive Officer

PEDCOR HOMES CORPORATION, a California
corporation ("Merging Corporation")

By: 
Bruce Cordingley
President and Chief Executive Officer

3152009251