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Division of Corporations

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Merger
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MERGER OR SHARE EXCHANGE

Spencer-Cole Enterprises, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
OF
SPENCER HOMES, INC. AND
SPENCER-COLE ENTERPRISES, LLC**

The following Articles of Merger are submitted in accordance with sections 605.1025 and 607.1109, Florida Statutes.

- (1) Spencer Homes, Inc., a Florida corporation, is the merging entity.
- (2) Spencer-Cole Enterprises, LLC, a Florida limited liability, is the surviving entity.
- (3) The plan of merger attached hereto and incorporated herein by reference satisfies the requirements of sections 605.1022 and 607.1108, Florida Statutes.
- (4) The surviving entity existed before the merger and is a domestic filing entity. There is no amendment to its public organic record.
- (5) The surviving entity agrees to pay any members or shareholders with appraisal rights the amount to which such members or shareholders are entitled under the provisions of sections 605.1006 and 605.1061 – 605.1072, Florida Statutes or section 607.3101 – 1333, Florida Statutes, as the case may be.
- (6) The merger was approved by each domestic merging entity that is a limited liability company in accordance with the provisions of sections 605.1021 – 605.1026, Florida Statutes, by each other merging entity in accordance with the law of its jurisdiction of formation, and by each member of such limited liability company who, as a result of the merger, will have interest holder liability under section 605.1023(1)(b), Florida Statutes, and whose approval is required.
- (7) The attached plan of merger was adopted by the unanimous vote of all the members of Spencer-Cole Enterprises, LLC, the surviving entity, in accordance with the applicable provisions of chapter 605, Florida Statutes.
- (8) The attached plan of merger was adopted by the unanimous vote of all the directors and shareholders of Spencer Homes, Inc., the merging entity, in accordance with the applicable provisions of chapter 607, Florida Statutes.
- (9) The merger shall become effective on December 31, 2016.

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IN WITNESS WHEREOF, we have made and executed these Articles of Merger, this
20th day of December, 2016.

SPENCER HOMES, INC.

SPENCER-COLE ENTERPRISES, LLC

By: Suzanne C. Spencer
Suzanne C. Spencer, President

By: Kathleen S. Cole
Kathleen S. Cole, Manager

By: Suzanne C. Spencer
Suzanne C. Spencer, Manager

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**PLAN OF MERGER
OF
SPENCER HOMES, INC. & SPENCER-COLE ENTERPRISES, LLC**

(1) The name and jurisdiction of the surviving entity are: Spencer-Cole Enterprises, LLC, a Florida limited liability company.

(2) The name and jurisdiction of the only merging entity are: Spencer Homes, Inc., a Florida corporation.

(3) The only condition of the merger is the merging parties' compliance with the provisions of chapters 605 and 607, Florida Statutes, relating to cross-entity mergers; the terms of the merger are described in sections 605.1026 and 607.11101, Florida Statutes.

(4) Upon the effective date of filing of the Articles of Merger with the Florida Department of State (the "Effective Time"), automatically by virtue of the merger and without any action on the part of any party, shareholder, or member, each share of Spencer Homes, Inc. stock issued and outstanding immediately prior to the Effective Time shall be converted into one (1) Class B Unit in Spencer-Cole Enterprises, LLC, the surviving entity.

(5) There are not, nor will there be as of the Effective Time, rights to acquire shares of stock in Spencer Homes, Inc. that need to be converted into rights to acquire a membership interest in Spencer-Cole Enterprises, LLC as a result of the filing of the Articles of Merger.

(6) The name and business addresses of the managers of Spencer-Cole Enterprises, LLC, as the surviving entity, are:

Suzanne C. Spencer
6668 Ptarmigan Drive
Milton, Florida 32570

Kathleen S. Cole
30 Hopson Road
Jacksonville Beach, Florida 32250

(7) The effective date of the merger shall be December 31, 2016.

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