

L18000284625

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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(((H19000143085 3)))



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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : BRENNAN, MANNA & DIAMOND, P.L.
Account Number : I20040000104
Phone : (904)366-1500
Fax Number : (904)366-1501

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: C1manna@bmdllc.com

**MERGER OR SHARE EXCHANGE
WOODLAND WAY, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	18
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Woodland Way, LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

Margaret A. O'Meara

Contact Person

Woodland Way, LLC

Firm/Company

2761 Twin Oaks Way

Address

Wellington, Florida 33414

City, State and Zip Code

peggymao@man.com

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

For further information concerning this matter, please call:

Margaret A. O'Meara

at (425) 922-4492

Name of Contact Person

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Woodland Way, Inc.	California	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Woodland Way, LLC	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Woodland Way, LLC

Limited Liability Company

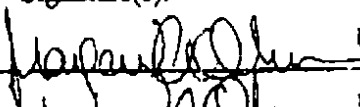
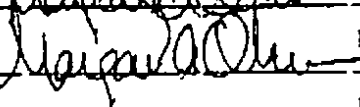
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Woodland Way, Inc.		Margaret A. O'Meara
Woodland Way, LLC		Margaret A. O'Meara
		Peter A. Horvitz

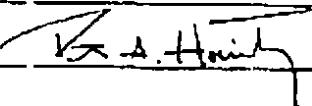
Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

(((H19000143085 3)))

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Woodland Way, Inc.		Margaret A. O'Meara
Woodland Way, LLC		Margaret A. O'Meara
		Peter A. Horvitz

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Woodland Way, Inc.	California	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Woodland Way, LLC	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

At the effective date of merger, merging party shall cease to exist separately and shall be merged

into the surviving party. The surviving party shall possess all the rights and privileges of the

merging party. The surviving party's Articles of Incorporation and Operating Agreement shall be the

surviving party's Articles of Incorporation and Operating Agreement until further amended by law. The

merging party affirms that it has the authority to merge and that there are no legal obstacles to the

merger. Activities and business of the merging party shall be conducted as normally conducted until

the effective date of merger.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Because the bylaws of the merging party are almost identical to the operating agreement of the

surviving party, the merging party's sole member's 100,000 shares will be converted into 100 units

of the surviving party. The sole member of the merging party shall become the sole member of the

surviving party.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The surviving party shall possess all the rights and privileges of the merging party. It shall also possess

title to all real, personal, and mixed property of and debts due to the merging party. Every other interest

belong to or due to the merging party shall be deemed to be transferred to and vested in the surviving

party without further action. The title to any real estate, or any interest in the real estate, vested in the

merging party shall vest in the surviving party.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Margaret A. O'Meara, 2761 Twin Oaks Way, Wellington, Florida 33414

Peter A. Horvitz, 2761 Twin Oaks Way, Wellington, Florida 33414

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Please see attached California Certificate of Merger Form.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

RESOLUTIONS BY THE
SOLE MEMBER OF
WOODLAND WAY, LLC
April 24, 2019

The undersigned, being the sole Member of Woodland Way, LLC, a Florida limited liability company (the "Company"), hereby adopts the following Resolutions for the Company by this writing effective as of the first date written above:

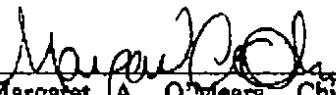
RESOLVED, that the Company be and it hereby is authorized to enter into an Agreement and Plan of Merger in substantially the form submitted to the sole Member (the "Agreement") pursuant to which Woodland Way, Inc., a California corporation, will merge with and into the Company.

RESOLVED FURTHER, that all officers of the Company be, and each such officer hereby is, acting singly, authorized, empowered, instructed and directed to execute, and deliver the Agreement and any other document referenced therein, in substantially the form submitted to the sole Member, with such revisions and modifications thereto as are approved by any such officer.

RESOLVED FURTHER, that all officers of the Company be, and each such officer hereby is, acting singly, authorized, empowered, instructed and directed to take all such other actions as any such officer shall deem necessary or appropriate to accomplish and complete the merger provided for in the Agreement and all provisions thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand effective as of the date first above written.

SOLE MEMBER:
WOODLAND WAY, INC.,
a California corporation

By: 
Margaret A. O'Meara, Chief Executive
Officer, Director, Secretary, and Chief
Financial Officer

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Articles of Merger
Woodland Way, LLC
FL Document Number: L18000284625

Attachment 1
California Certificate of Merger

(((H19000143085 3)))



Secretary of State
Business Programs Division
Business Entities, P.O. Box 944260, Sacramento, CA 94244-2600

Mail Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. This information only will be used to communicate with you in writing about the submission. This form will be treated as correspondence and will not be made part of the filed document.
- Make all checks or money orders payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for submissions to this office is approximately 5 business days from receipt. All submissions are reviewed in the date order of receipt. For updated processing time information, visit www.sos.ca.gov/business/be/processing-times.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: Cassandra Last Name: Manna

Phone (optional): 216.658.2206

Entity Information: (Please type or print legibly)

Name: Woodland Way, Inc.

Entity Number (If applicable): C1827913

Comments: _____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: Cassandra L. Manna, Esq.

Company: Brennan, Manna & Diamond, LLC

Address: 200 Public Square, Suite 3270

City/State/Zip: Cleveland, Ohio 44114

Secretary of State Use Only	
T/TR:	
AMT REC'D:	\$



State of California Secretary of State

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Certificate of Merger

(California Corporations Code sections

1119(g), 3203(g), 8019.1, 8019.1, 9640, 12540.1, 15911.14, 15915(b) and 17710.14)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY Woodland Way, LLC	2. TYPE OF ENTITY Limited Liability Company	3. CA SECRETARY OF STATE FILE NUMBER N/A	4. JURISDICTION Florida
5. NAME OF DISAPPEARING ENTITY Woodland Way, Inc.	6. TYPE OF ENTITY Corporation	7. CA SECRETARY OF STATE FILE NUMBER C1827913	8. JURISDICTION California

9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. (IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NEEDED.)

SURVIVING ENTITY		DISAPPEARING ENTITY	
CLASS AND NUMBER	AND PERCENTAGE VOTE REQUIRED	CLASS AND NUMBER	AND PERCENTAGE VOTE REQUIRED
A, 100	100	A, 100,000	100

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.

☐ No vote of the shareholders of the parent party was required. ☐ The required vote of the shareholders of the parent party was obtained.

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.

12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.

PRINCIPAL ADDRESS OF SURVIVING ENTITY 2761 Twin Oaks Way	CITY AND STATE Wellington, Florida	ZIP CODE 33414
---	---------------------------------------	-------------------

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.
Section 607.1109, 617.0302 or 605.1025, Florida Statutes.

15. FUTURE EFFECTIVE DATE, IF ANY
(Month) (Day) (Year)

16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY <i>Peter A. Horvitz</i>	DATE 4/24/19	Margaret A. O'Meara, President and Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY	DATE	Peter A. Horvitz, Vice President and Treasurer TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY	DATE	Margaret A. O'Meara, Director TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY	DATE	TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:



State of California
Secretary of State

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((H19000143085 3))

Certificate of Merger

(California Corporations Code sections

1113(g), 3203(g), 6019.1, 8019.1, 9840, 12540.1, 15911.14, 16016(b) and 17710.14)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY Woodland Way, LLC	2. TYPE OF ENTITY Limited Liability Company	3. CA SECRETARY OF STATE FILE NUMBER N/A	4. JURISDICTION Florida
5. NAME OF DISAPPEARING ENTITY Woodland Way, Inc.	6. TYPE OF ENTITY Corporation	7. CA SECRETARY OF STATE FILE NUMBER C1827913	8. JURISDICTION California
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. (IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NEEDED.)			
<u>SURVIVING ENTITY</u>		<u>DISAPPEARING ENTITY</u>	
CLASS AND NUMBER A, 100	AND PERCENTAGE VOTE REQUIRED 100	CLASS AND NUMBER A, 100,000	AND PERCENTAGE VOTE REQUIRED 100
10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT. <input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.			
11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.			
12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY. PRINCIPAL ADDRESS OF SURVIVING ENTITY 2761 Twin Oaks Way CITY AND STATE Wellington, Florida ZIP CODE 33414			
13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.			
14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER. Section 507.1109, 617.0302 or 605.1025, Florida Statutes.		15. FUTURE EFFECTIVE DATE, IF ANY (Month) (Day) (Year)	
16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.			
17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.			
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY <i>Margaret A. O'Meara</i> 4/24/19		Margaret A. O'Meara, President and Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY <i>Peter A. Horvitz</i> 4/24/19		Peter A. Horvitz, Vice President and Treasurer TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY <i>Margaret A. O'Meara</i> 4/24/19		Margaret A. O'Meara, Director TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE		TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:			

**WOODLAND WAY, INC.
OFFICERS' CERTIFICATE**


**Certificate of Approval
of
Agreement of Merger**

Margaret A. O'Meara certifies that:

1. She is the Chief Executive Officer, Director, Secretary, and Chief Financial Officer, respectively, of Woodland Way, Inc., a California corporation.
2. The principal terms of the Agreement of Merger in the form attached, as Exhibit A, were duly approved by the board of directors and by the sole shareholder of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the sole Shareholder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is One Hundred Thousand (100,000).

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 24, 2019



Margaret A. O'Meara, Chief Executive Officer,
Director, Secretary, and Chief Financial Officer

(((H19000143085 3)))

EXHIBIT A
AGREEMENT OF MERGER

(((H19000143085 3)))

CALIFORNIA AGREEMENT OF MERGER

This Agreement of Merger is entered into between Woodland Way, LLC, a Florida limited liability company (herein "Surviving Company") and Woodland Way Inc., a California corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The shares of the Merging Corporation shall be converted into the shares of Surviving Company.
3. The outstanding shares of Surviving Company shall remain outstanding and will be owned by the sole owner of the Merging Corporation instead of by the Merging Corporation itself.
4. Merging Corporation shall from time to time, as and when requested by Surviving Company, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement as of April 24, 2019.

MERGING CORPORATION:

WOODLAND WAY, INC.

BY ITS SOLE SHAREHOLDER:

MARGARET A. O'MEARA 1999 TRUST


By: 
Margaret A. O'Meara, Trustee

SURVIVING COMPANY:

WOODLAND WAY, LLC

BY ITS SOLE MEMBER:

WOODLAND WAY, INC.,

By: 
Margaret A. O'Meara, Chief Executive
Officer, Director, Secretary, and Chief
Financial Officer

RESOLUTIONS BY THE
SOLE SHAREHOLDER OF
WOODLAND WAY, INC.

April 24, 2019

The undersigned, being the sole Shareholder of Woodland Way, Inc., a California corporation (the "Corporation"), hereby adopts the following Resolutions for the Corporation by its written consent effective as of the first date written above:

RESOLVED, that the Corporation be and it hereby is authorized to enter into an Agreement and Plan of Merger in substantially the form submitted to the sole Shareholder (the "Agreement"), pursuant to which the Corporation, will merge with and into Woodland Way, LLC, a Florida limited liability company (the "Company").

RESOLVED FURTHER, that all officers of the Corporation be, and each such officer hereby is, acting singly, authorized, empowered, instructed and directed to execute, and deliver the Agreement and any other document referenced therein, in substantially the form submitted to the sole Shareholder, with such revisions and modifications thereto as are approved by any such officer.

RESOLVED FURTHER, that all officers of the Corporation be, and each such officer hereby is, acting singly, authorized, empowered, instructed and directed to take all such other actions as any such officer shall deem necessary or appropriate to accomplish and complete the merger provided for in the Agreement and all provisions thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand effective as of the date first above written.

SOLE SHAREHOLDER:
MARGARET A. O'MEARA 1999 TRUST

By: 
Margaret A. O'Meara, Trustee