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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Peebles + Smith Inc
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

William T Peebles
Contact Person

Peebles + Smith, Inc.
Firm/Company

301 S. Bronough Street, Suite 500
Address

Tallahassee, FL 32301
City/State and Zip Code

amy@peebles-smith.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Amy Hardee
Name of Contact Person

At (850) 519-1413
Area Code & Daytime Telephone Number

☑ Certified copy (optional) $8.75 **(Please send an additional copy of your document if a certified copy is requested)**

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

Pursuant to Section 607.1109, Florida Statutes, **PEEBLES & SMITH, INC.**, a Florida corporation (the ***Corporation***), and **PEEBLES & SMITH, LIMITED LIABILITY COMPANY**, a Florida limited liability company (the ***LLC***), adopt the following Articles of Merger for the purposes of merging the **LLC** into the **Corporation**, the latter of which is to survive the merger.

1. The exact name, entity type, and jurisdiction of each **merging** entity are:

Name	Jurisdiction	Entity Type
Peebles & Smith, Limited Liability Company	Florida	Limited Liability Company

2. The exact name, entity type, and jurisdiction of the **surviving** entity are:

Name	Jurisdiction	Entity Type
Peebles & Smith, Inc.	Florida	Corporation

3. The attached Plan of Merger was approved by each of the entities that is a party to the merger in accordance with Chapters 607 and 605, F.S.

4. The Corporation has agreed to pay to any LLC members with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072, F.S.

5. The merger shall become effective upon filing of these Articles with the Florida Secretary of State.

PEEBLES & SMITH, INC.

By: ______________________
William J. Peebles
President

PEEBLES & SMITH, LIMITED LIABILITY COMPANY

By: ______________________
William J. Peebles
Manager

16 SEP 25 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

WRITING IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND SHAREHOLDER OF
WILLIAM J. PEEBLES, P.A.
May 31, 2016

The undersigned, being the sole Director and sole Shareholder of **William J. Peebles, P.A.** , a Florida professional services corporation (the ***Corporation***), and, as such, being the only person entitled to notice of a meeting of the Directors and/or Shareholders held for the purpose of taking the actions set forth herein, hereby waives all requirements of meeting and notice thereof and consents to the adoption of this writing.

The recitals and resolutions set forth below are hereby adopted and shall be of the same effect as if adopted at a meeting of the Board of Directors and Shareholder of said Corporation duly called and held. A copy of this writing will be filed in the corporate minute book.

1. The undersigned recommends and approves the following amendments to the Corporation's Articles of Incorporation filed with the Florida Secretary of State on December 29, 2000 (the ***Articles***):

ARTICLE I. NAME AND ADDRESS

The name of this Corporation shall be ***PEEBLES & SMITH, INC.*** *The principal place of business and mailing address of this Corporation shall be 301 South Bronough Street, Suite 500, Tallahassee, Florida 32301-1724 and P. O. Box 10930, Tallahassee, Florida 32302-2930, respectively.*

ARTICLE III. PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

2. Further, the undersigned recommends and approves the deletion from the Articles of Article V – Limitation on Issuance or Transfer of Common Stock.

3. The Directors hereby authorize and direct **William J. Peebles** as President to do all acts and execute and attest, as appropriate, all documents as are required or advisable in connection with amending the Articles as aforesaid, including preparing such amendment to the Articles of Incorporation and filing same with the Florida Department of State.

This Writing in Lieu is adopted as of the day and year first above written by the Corporation's sole Director and the sole Shareholder of the Corporation, as evidenced by his signature below.

WILLIAM J. PEEBLES
Director and Shareholder

PEEBLES & SMITH, LIMITED LIABILITY COMPANY
COMPANY RESOLUTION ADOPTING PLAN OF MERGER

I, **WILLIAM J. PEEBLES**, do hereby certify that I am the duly elected and acting Manager of **PEEBLES & SMITH, LIMITED LIABILITY COMPANY** (the ***Company***), and that the sole Member of the Company adopted the following resolution on May 31, 2016:

> RESOLVED, that in the judgment of the Member of the Company, it is deemed advisable and for the benefit of the Company and its Member that this Company be merged with and into Peebles & Smith, Inc., a Florida corporation; and
>
> FURTHER RESOLVED, that the terms and conditions of the Plan of Merger (the ***Plan***) submitted to the Member are approved and adopted and that this Company shall merge pursuant to the terms of the Plan, a copy of which is attached as **Exhibit A** and incorporated herein by this reference; and
>
> FURTHER RESOLVED, that the Manager is hereby authorized and directed to execute and deliver to Peebles & Smith, Inc., the Plan that was submitted to and approved by the Company's Member; and
>
> FURTHER RESOLVED, that the Company's Manager is directed to execute Articles of Merger as required by Chapters 607 and 605, Florida Statutes, to execute all documents, and in general to take all necessary and proper action to carry out the purposes of these resolutions.

WILLIAM J. PEEBLES
Manager

PEEBLES & SMITH, INC.
CORPORATE RESOLUTION ADOPTING PLAN OF MERGER

I, **WILLIAM J. PEEBLES**, do hereby certify that I am the sole director, officer, and shareholder of **PEEBLES & SMITH, INC.**, a Florida corporation (the ***Corporation***), and that as such I adopted the following resolution on May 31, 2016:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation and its sole shareholder that this corporation be merged with **Peebles & Smith, Limited Liability Company**, a Florida limited liability company (the ***LLC***), with the Corporation's being the surviving entity; and

FURTHER RESOLVED, that the terms and conditions of the Plan of Merger (the ***Plan***) submitted to the Board of Directors are approved and adopted and that this corporation merge pursuant to the terms of the Plan, a copy of which is attached as **Exhibit A** and incorporated herein by this reference; and

FURTHER RESOLVED, that the Corporation's sole shareholder ratifies and adopts said Plan and directs that a copy of such Plan be inserted in the minute book of the Corporation immediately following this resolution; and

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to execute and deliver to the LLC the Plan that was submitted to the Board of Directors and approved by the Shareholder; and

FURTHER RESOLVED, that May 31, 2016, is fixed as the record date for determination of shareholders of the Corporation entitled to vote on the proposed merger; and

FURTHER RESOLVED, that the President of the Corporation is directed to prepare and execute Articles of Merger as required by the Florida Business Corporation Act and all other documents and to take all necessary and proper action to carry out the purposes of these resolutions.

WILLIAM J. PEEBLES
President and Shareholder

PLAN OF MERGER
(Non-subsidiaries)

The following PLAN OF MERGER (***Plan of Merger***), by and between **Peebles & Smith, Inc.**, a Florida corporation (the ***Corporation***), and **Peebles & Smith, Limited Liability Company**, a Florida limited liability company (the ***LLC***), was adopted and approved by each party to the merger in accordance with the appropriate provisions of Chapters 607 and 605, Florida Statutes.

1. The exact name, entity type, and jurisdiction of each **merging** entity are:

Name	Jurisdiction	Entity Type
Peebles & Smith, Limited Liability Company	Florida	Limited Liability Company

2. The exact name, entity type, and jurisdiction of the **surviving** entity are:

Name	Jurisdiction	Entity Type
Peebles & Smith, Inc.	Florida	corporation

3. Articles of Merger shall be filed with the Secretary of State of the State of Florida pursuant to Section 607.1109, F.S., upon approval of this Plan of Merger by a majority of the Shareholders of the Corporation and Members of the LLC as is authorized by the appropriate provisions of Chapters 607 and 605, F.S.

4. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State (the ***Effective Date***).

5. The separate existence and organization of the LLC shall cease upon the Effective Date, and thereafter the Corporation shall continue as the surviving party and shall be governed by the laws of the State of Florida.

6. The existence of the Corporation with all its purposes, powers, and objects shall continue unaffected and unimpaired by the Merger; and the Corporation as the surviving entity shall succeed to all the rights, privileges, immunities, franchises, property, debts, choses in action, liabilities, and obligations, of a public as well as of a private nature, of the LLC.

7. Upon the Effective Date, the member interests of the LLC shall be cancelled; and the outstanding shares of the Corporation held by a shareholder immediately prior to the Effective Date shall be retained by said shareholder.

8. The Articles of Incorporation, as amended and/or restated, of the Corporation shall continue to be its Articles of Incorporation following the Effective Date; and the Bylaws of the Corporation shall continue to be its Bylaws following the Effective Date.

9. The directors and officers of the Corporation on the Effective Date shall continue as directors and officers of the Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed.

10. If, at any time after the Effective Date, the Directors of the Corporation shall determine that any further deeds, bills of sale, assignments, or assurances of law or any other things are necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Corporation the right, title, or interest in any property or right of the Corporation, acquired or to be acquired by reason of, as a result of, or in connection with the Merger, the Directors of the Corporation and the Manager of the LLC shall execute and deliver all such proper deeds, bills of sale, assignments, and assurances of law and do any and all things necessary or proper to vest, perfect, or confirm the right, title, or interest in such property and rights in the Corporation and otherwise carry out the purposes of this Plan of Merger.

11. This Plan of Merger and the transactions contemplated herein may be terminated at any time prior to the Effective Date of the merger.

PEEBLES & SMITH, INC.

By: ______________________________
William J. Peebles
President

PEEBLES & SMITH, LIMITED LIABILITY COMPANY

By: ______________________________
William J. Peebles
Manager

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WILLIAM J. PEEBLES, P.A.

Pursuant to the provisions of Section 607.1006 and Section 621.13, Florida Statutes, **WILLIAM J. PEEBLES, P.A.**, a Florida professional services corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation is amended to read:

ARTICLE I. NAME AND ADDRESS

*The name of this Corporation shall be **PEEBLES & SMITH, INC.** The principal place of business and mailing address of this Corporation shall be 301 South Bronough Street, Suite 500, Tallahassee, Florida 32301-1724 and P. O. Box 10930, Tallahassee, Florida 32302-2930, respectively.*

2. Article III of the Articles of Incorporation is amended to read:

ARTICLE III. PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

3. Article V – Limitation on Issuance or Transfer of Common Stock is hereby deleted in its entirety.

4. Pursuant to pertinent sections of Chapters 607 and 621, F.S., and in accordance with the Articles of Incorporation of the Corporation, the foregoing amendments were approved by not less than a majority vote the Shareholders on May 31, 2016, and the filing of these Articles of Amendment to the Articles of Incorporation was authorized. The vote of Shareholders was sufficient for approval.

Signed this 31 day of May, 2016.

WILLIAM J. PEEBLES, P.A.

By:____________________
William J. Peebles
Its President

PEEBLES & SMITH, LIMITED LIABILITY COMPANY
ASSIGNMENT OF INTEREST IN LIMITED LIABILITY COMPANY

For good and valuable consideration, the receipt whereof is hereby acknowledged, the undersigned, **JOHN WAYNE SMITH** (***Assignor***) hereby assigns, transfers, and sets over to **WILLIAM J. PEEBLES** (***Assignee***) all of his right, title, and interest in and to **Peebles & Smith, Limited Liability Company**, a Florida limited liability company (the ***Company***), such that Assignee will own one hundred percent (100%) of the interests and/or units in the Company (***Interest***).

Assignor further assigns, transfers, and sets over all of Assignor's interest in any distributions and allocations attributable to such Interests and further relinquishes any positions or titles he holds within the Company effective as of the date of this Assignment. The transfer shall be free and clear of all liens and encumbrances on the Assignor's Interest.

Dated as of May 31, 2016.

Signed, sealed, and delivered
in the presence of:

____
Print:_________________________

JOHN WAYNE SMITH
Assignor and Managing Member

____
Print:_________________________

Acknowledgement of Receipt

____
Print:_________________________

WILLIAM J. PEEBLES

____
Print:_________________________

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ARTICLES OF MERGER

Pursuant to Section 607.1109, Florida Statutes, **PEEBLES & SMITH, INC.**, a Florida corporation (the ***Corporation***), and **PEEBLES & SMITH, LIMITED LIABILITY COMPANY**, a Florida limited liability company (the ***LLC***), adopt the following Articles of Merger for the purposes of merging the **LLC** into the **Corporation**, the latter of which is to survive the merger.

1. The exact name, entity type, and jurisdiction of each **merging** entity are:

Name	Jurisdiction	Entity Type
Peebles & Smith, Limited Liability Company	Florida	Limited Liability Company

2. The exact name, entity type, and jurisdiction of the **surviving** entity are:

Name	Jurisdiction	Entity Type
Peebles & Smith, Inc.	Florida	Corporation

3. The attached Plan of Merger was approved by each of the entities that is a party to the merger in accordance with Chapters 607 and 605, F.S.

4. The Corporation has agreed to pay to any LLC members with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072, F.S.

5. The merger shall become effective upon filing of these Articles with the Florida Secretary of State.

PEEBLES & SMITH, INC.

By: ______________________
William J. Peebles
President

PEEBLES & SMITH, LIMITED LIABILITY COMPANY

By: ______________________
William J. Peebles
Manager

WRITING IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND SHAREHOLDER OF
WILLIAM J. PEEBLES, P.A.
May 31, 2016

The undersigned, being the sole Director and sole Shareholder of **William J. Peebles, P.A.** , a Florida professional services corporation (the ***Corporation***), and, as such, being the only person entitled to notice of a meeting of the Directors and/or Shareholders held for the purpose of taking the actions set forth herein, hereby waives all requirements of meeting and notice thereof and consents to the adoption of this writing.

The recitals and resolutions set forth below are hereby adopted and shall be of the same effect as if adopted at a meeting of the Board of Directors and Shareholder of said Corporation duly called and held. A copy of this writing will be filed in the corporate minute book.

1. The undersigned recommends and approves the following amendments to the Corporation's Articles of Incorporation filed with the Florida Secretary of State on December 29, 2000 (the ***Articles***):

ARTICLE I. NAME AND ADDRESS

*The name of this Corporation shall be **PEEBLES & SMITH, INC.** The principal place of business and mailing address of this Corporation shall be 301 South Bronough Street, Suite 500, Tallahassee, Florida 32301-1724 and P. O. Box 10930, Tallahassee, Florida 32302-2930, respectively.*

ARTICLE III. PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

2. Further, the undersigned recommends and approves the deletion from the Articles of Article V – Limitation on Issuance or Transfer of Common Stock.

3. The Directors hereby authorize and direct **William J. Peebles** as President to do all acts and execute and attest, as appropriate, all documents as are required or advisable in connection with amending the Articles as aforesaid, including preparing such amendment to the Articles of Incorporation and filing same with the Florida Department of State.

This Writing in Lieu is adopted as of the day and year first above written by the Corporation's sole Director and the sole Shareholder of the Corporation, as evidenced by his signature below.

WILLIAM J. PEEBLES
Director and Shareholder

PEEBLES & SMITH, LIMITED LIABILITY COMPANY
COMPANY RESOLUTION ADOPTING PLAN OF MERGER

I, **WILLIAM J. PEEBLES**, do hereby certify that I am the duly elected and acting Manager of **PEEBLES & SMITH, LIMITED LIABILITY COMPANY** (the ***Company***), and that the sole Member of the Company adopted the following resolution on May 31, 2016:

> RESOLVED, that in the judgment of the Member of the Company, it is deemed advisable and for the benefit of the Company and its Member that this Company be merged with and into Peebles & Smith, Inc., a Florida corporation; and
>
> FURTHER RESOLVED, that the terms and conditions of the Plan of Merger (the ***Plan***) submitted to the Member are approved and adopted and that this Company shall merge pursuant to the terms of the Plan, a copy of which is attached as **Exhibit A** and incorporated herein by this reference; and
>
> FURTHER RESOLVED, that the Manager is hereby authorized and directed to execute and deliver to Peebles & Smith, Inc., the Plan that was submitted to and approved by the Company's Member; and
>
> FURTHER RESOLVED, that the Company's Manager is directed to execute Articles of Merger as required by Chapters 607 and 605, Florida Statutes, to execute all documents, and in general to take all necessary and proper action to carry out the purposes of these resolutions.

WILLIAM J. PEEBLES
Manager

PEEBLES & SMITH, INC.
CORPORATE RESOLUTION ADOPTING PLAN OF MERGER

I, **WILLIAM J. PEEBLES**, do hereby certify that I am the sole director, officer, and shareholder of **PEEBLES & SMITH, INC.**, a Florida corporation (the ***Corporation***), and that as such I adopted the following resolution on May 31, 2016:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation and its sole shareholder that this corporation be merged with **Peebles & Smith, Limited Liability Company**, a Florida limited liability company (the ***LLC***), with the Corporation's being the surviving entity; and

FURTHER RESOLVED, that the terms and conditions of the Plan of Merger (the ***Plan***) submitted to the Board of Directors are approved and adopted and that this corporation merge pursuant to the terms of the Plan, a copy of which is attached as **Exhibit A** and incorporated herein by this reference; and

FURTHER RESOLVED, that the Corporation's sole shareholder ratifies and adopts said Plan and directs that a copy of such Plan be inserted in the minute book of the Corporation immediately following this resolution; and

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to execute and deliver to the LLC the Plan that was submitted to the Board of Directors and approved by the Shareholder; and

FURTHER RESOLVED, that May 31, 2016, is fixed as the record date for determination of shareholders of the Corporation entitled to vote on the proposed merger; and

FURTHER RESOLVED, that the President of the Corporation is directed to prepare and execute Articles of Merger as required by the Florida Business Corporation Act and all other documents and to take all necessary and proper action to carry out the purposes of these resolutions.

WILLIAM J. PEEBLES
President and Shareholder

PLAN OF MERGER
(Non-subsidiaries)

The following PLAN OF MERGER (***Plan of Merger***), by and between **Peebles & Smith, Inc.**, a Florida corporation (the ***Corporation***), and **Peebles & Smith, Limited Liability Company**, a Florida limited liability company (the ***LLC***), was adopted and approved by each party to the merger in accordance with the appropriate provisions of Chapters 607 and 605, Florida Statutes.

1. The exact name, entity type, and jurisdiction of each **merging** entity are:

Name	Jurisdiction	Entity Type
Peebles & Smith, Limited Liability Company	Florida	Limited Liability Company

2. The exact name, entity type, and jurisdiction of the **surviving** entity are:

Name	Jurisdiction	Entity Type
Peebles & Smith, Inc.	Florida	corporation

3. Articles of Merger shall be filed with the Secretary of State of the State of Florida pursuant to Section 607.1109, F.S., upon approval of this Plan of Merger by a majority of the Shareholders of the Corporation and Members of the LLC as is authorized by the appropriate provisions of Chapters 607 and 605, F.S.

4. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State (the ***Effective Date***).

5. The separate existence and organization of the LLC shall cease upon the Effective Date, and thereafter the Corporation shall continue as the surviving party and shall be governed by the laws of the State of Florida.

6. The existence of the Corporation with all its purposes, powers, and objects shall continue unaffected and unimpaired by the Merger; and the Corporation as the surviving entity shall succeed to all the rights, privileges, immunities, franchises, property, debts, choses in action, liabilities, and obligations, of a public as well as of a private nature, of the LLC.

7. Upon the Effective Date, the member interests of the LLC shall be cancelled; and the outstanding shares of the Corporation held by a shareholder immediately prior to the Effective Date shall be retained by said shareholder.

8. The Articles of Incorporation, as amended and/or restated, of the Corporation shall continue to be its Articles of Incorporation following the Effective Date; and the Bylaws of the Corporation shall continue to be its Bylaws following the Effective Date.

9. The directors and officers of the Corporation on the Effective Date shall continue as directors and officers of the Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed.

10. If, at any time after the Effective Date, the Directors of the Corporation shall determine that any further deeds, bills of sale, assignments, or assurances of law or any other things are necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Corporation the right, title, or interest in any property or right of the Corporation, acquired or to be acquired by reason of, as a result of, or in connection with the Merger, the Directors of the Corporation and the Manager of the LLC shall execute and deliver all such proper deeds, bills of sale, assignments, and assurances of law and do any and all things necessary or proper to vest, perfect, or confirm the right, title, or interest in such property and rights in the Corporation and otherwise carry out the purposes of this Plan of Merger.

11. This Plan of Merger and the transactions contemplated herein may be terminated at any time prior to the Effective Date of the merger.

PEEBLES & SMITH, INC.

By: ______________________
William J. Peebles
President

PEEBLES & SMITH, LIMITED LIABILITY COMPANY

By: ______________________
William J. Peebles
Manager

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WILLIAM J. PEEBLES, P.A.

Pursuant to the provisions of Section 607.1006 and Section 621.13, Florida Statutes, **WILLIAM J. PEEBLES, P.A.**, a Florida professional services corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation is amended to read:

ARTICLE I. NAME AND ADDRESS

The name of this Corporation shall be ***PEEBLES & SMITH, INC.*** *The principal place of business and mailing address of this Corporation shall be 301 South Bronough Street, Suite 500, Tallahassee, Florida 32301-1724 and P. O. Box 10930, Tallahassee, Florida 32302-2930, respectively.*

2. Article III of the Articles of Incorporation is amended to read:

ARTICLE III. PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

3. Article V – Limitation on Issuance or Transfer of Common Stock is hereby deleted in its entirety.

4. Pursuant to pertinent sections of Chapters 607 and 621, F.S., and in accordance with the Articles of Incorporation of the Corporation, the foregoing amendments were approved by not less than a majority vote the Shareholders on May ______, 2016, and the filing of these Articles of Amendment to the Articles of Incorporation was authorized. The vote of Shareholders was sufficient for approval.

Signed this 31 day of May, 2016.

WILLIAM J. PEEBLES, P.A.

By: ______________________
William J. Peebles
Its President

PEEBLES & SMITH, LIMITED LIABILITY COMPANY
ASSIGNMENT OF INTEREST IN LIMITED LIABILITY COMPANY

For good and valuable consideration, the receipt whereof is hereby acknowledged, the undersigned, **JOHN WAYNE SMITH** (***Assignor***) hereby assigns, transfers, and sets over to **WILLIAM J. PEEBLES** (***Assignee***) all of his right, title, and interest in and to **Peebles & Smith, Limited Liability Company**, a Florida limited liability company (the ***Company***), such that Assignee will own one hundred percent (100%) of the interests and/or units in the Company (***Interest***).

Assignor further assigns, transfers, and sets over all of Assignor's interest in any distributions and allocations attributable to such Interests and further relinquishes any positions or titles he holds within the Company effective as of the date of this Assignment. The transfer shall be free and clear of all liens and encumbrances on the Assignor's Interest.

Dated as of May 31, 2016.

Signed, sealed, and delivered
in the presence of:

____
Print:________________________

____
Print:________________________

John W. Smith
JOHN WAYNE SMITH
Assignor and Managing Member

Acknowledgement of Receipt

____
Print:________________________

____
Print:________________________

WILLIAM J. PEEBLES