

PO3000158012

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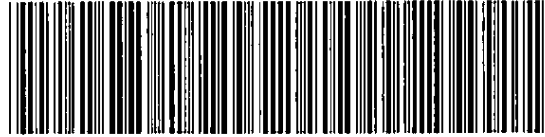
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*Merger*

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**DATE:** 2/8/18

**NAME:** PHILLIPS MANAGEMENT GROUP, INC

**TYPE OF FILING:** MERGER

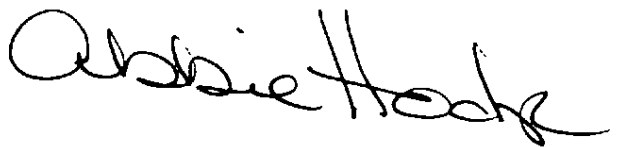
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**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE



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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Phillips Management Group, Inc. of Florida	Florida	P03000158012

**Second:** The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>NC SOS ID Number</u>
Phillips Management Group, Inc.	North Carolina	0370474

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

**Fourth:** The merger shall become effective upon filing of these Articles of Merger.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on December 31, 2017.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation on December 31, 2017.

PHILLIPS MANAGEMENT GROUP, INC. OF  
FLORIDA, a Florida corporation

By: Kim B. Cooper  
Kim B. Cooper, President

Date: 1/29/18

PHILLIPS MANAGEMENT GROUP, INC., a North  
Carolina corporation

By: Kim B. Cooper  
Kim B. Cooper, President

Date: 1/29/18

## PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101 of the Florida Statutes, and in accordance with Section 55-11-01 of the North Carolina General Statutes.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Phillips Management Group, Inc. of Florida	Florida	P03000158012

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

<u>Name</u>	<u>Jurisdiction</u>	<u>NC SOS ID Number</u>
Phillips Management Group, Inc.	North Carolina	0370474

**Third:** The terms and conditions of the merger are as follows:

The merger of the merging corporation into the surviving corporation will become effective upon filing of Articles of Merger with the Florida Secretary of State (the "Effective Time"). At the effective time, Phillips Management Group, Inc. (a North Carolina corporation) shall cease to exist, and Phillips Management Group, Inc. of Florida (a Florida corporation) shall continue to exist.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shareholders of the merging corporation are identical to the shareholders of the surviving corporation; however, the shareholders' proportionate ownership of the merging corporation differs from the shareholders' proportionate ownership of the surviving corporation. Effective as of the Effective Time, the surviving corporation shall issue to each shareholder a sufficient number of additional shares of common stock of the surviving corporation to cause the post-merger value of such shareholder's shares of common stock of the surviving corporation to be equal to the sum of (i) the pre-merger value of such shareholder's shares of common stock in the merged corporation *plus* (ii) the pre-merger value of such shareholder's shares of common stock in the surviving corporation, all as set forth in the Agreement of Merger executed by the shareholders of each corporation effective as of December 31, 2017.