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To: Division of Corporations
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From: Account Name : STONEBURNER BERRY & SIMMONS, P.A.
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MERGER OR SHARE EXCHANGE

Butler Funding, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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ARTICLES OF MERGER
OF
C.V. BUTLER FARMS, INC.,
a Florida corporation,
into
BUTLER FUNDING, INC.,
a Florida corporation ("Surviving Corporation")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The following plan of merger (the "Plan of Merger") was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act:

See Exhibit "A" attached hereto.

Second: The Surviving Corporation is Butler Funding, Inc.

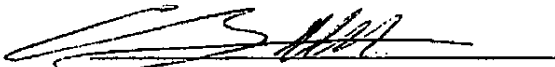
Third: The Effective Date of the merger described herein shall be November 1, 2010.

Fourth: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares entitled to vote on such plan are as follows:

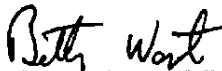
Name of Corporation	Number of Shares Outstanding	Number of Shares Entitled to Vote
C.V. Butler Farms, Inc.	1,000	1,000
Butler Funding, Inc.	100	100

Fifth: The Shareholders and Directors of each of the undersigned corporations unanimously adopted the Plan of Merger on October 22, 2010.

Dated: October 22, 2010.



C. Victor Butler, Jr.,
Director, C.V. Butler Farms, Inc.
and Butler Funding, Inc.



Betty West
Director, C.V. Butler Farms, Inc.
and Butler Funding, Inc.

EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER, dated as of October 22, 2010 (this "Agreement"), is entered into by and between C.V. Butler Farms, Inc., a Florida corporation and Butler Funding, Inc., a Florida corporation.

WHEREAS, C.V. Butler Farms, Inc. has authorized capital stock of 1,000 shares of common stock, all of which 1,000 shares were issued and outstanding on October 22, 2010;

WHEREAS, Butler Funding, Inc. has authorized capital stock consisting of 100 shares of common stock, no par value of which 100 shares are issued and outstanding on October 22, 2010;

WHEREAS, the Board of Directors and Shareholders of C.V. Butler Farms, Inc. and the Board of Directors and Shareholders of Butler Funding, Inc. have approved a reorganization and merger (the "Merger") pursuant to which C.V. Butler Farms, Inc. will be merged with and into Butler Farms, Inc., with Butler Farms, Inc. being the surviving corporation and acquiring all the assets and liabilities of C.V. Butler Farms, Inc.; and


NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, C.V. Butler Farms, Inc. and Butler Funding, Inc. hereby agree as follows:

1. **Merger.** Subject to the terms and conditions hereinafter set forth, C.V. Butler Farms, Inc. shall be merged with and into Butler Funding, Inc., with Butler Funding, Inc., being the surviving corporation. When this properly executed plan of merger, together with any other documents required by law to be filed to effectuate the Merger, the Merger shall be effective at midnight on November 1, 2010 (the "Effective Time" of the Merger).
2. **Governing Documents.** Butler Funding, Inc. shall be the surviving corporation in the Merger, and shall continue its existence under the laws of the State of Florida. The Articles of Incorporation of Butler Funding, Inc., as in effect immediately prior to the Effective Time, without change or amendment until thereafter amended, and the By-laws of Butler Funding, Inc., as in effect immediately prior to the Effective Time, without change or amendment until thereafter amended, shall be the governing documents of the surviving corporation.
3. **Directors and Officers.** At the Effective Time, the officers and directors of Butler Funding, Inc., prior to the Effective Time, shall be the directors and officers, respectively of Butler Funding, Inc.
4. **Succession.** At the Effective Time, the separate corporate existence of C.V. Butler Farms, Inc. shall cease, and Butler Funding, Inc. shall succeed C.V. Butler Farms, Inc. in the manner set forth in Section 607.1106 of the Florida Business Corporation Act and shall acquire all the assets of C.V. Butler Farms, Inc.
5. **Effect on Shares.** At the Effective Time, by virtue of the Merger and the identity of the stockholders of the two corporations, each of the outstanding shares of C.V. Butler Farms, Inc. shall be cancelled.

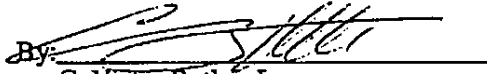
6. Further Assurances. From time to time, as and when required by Butler Funding, Inc., or by its successors or assigns, there shall be executed and delivered on behalf of C.V. Butler Farms, Inc. such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary to vest, perfect, or confirm, of record or otherwise, in Butler Funding, Inc. the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of C.V. Butler Farms, Inc., and otherwise carry out the purposes of this Agreement; and the officers and directors of Butler Funding, Inc. are fully authorized, in the name and on behalf of C.V. Butler Farms, Inc. or otherwise, to take any and all such action and to execute and deliver any and all such deeds and instruments.
7. Qualification of Merger as a Tax-Free Reorganization. It is the intention of the parties to the Merger that the Merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and that accordingly (a) no gain or loss will be recognized by Butler Funding, Inc. or C.V. Butler Farms, Inc. as a result of the Merger, (b) no gain or loss will be recognized by the stockholders of C.V. Butler Farms, Inc. upon conversion of their shares to shares of common stock of Butler Funding, Inc. pursuant to the merger, and (c) the tax basis of Butler Funding, Inc. common stock held after the merger will be the same as the basis of the stock of C.V. Butler Farms, Inc. cancelled plus the basis of the stock of Butler Funding, Inc. immediately prior to the Effective Time.
8. Amendments; Abandonment. Subject to applicable law, this Agreement may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the Effective Time with respect to any of the terms contained herein.
9. Counterparts. In order to facilitate the filing and recording of this Agreement, this Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, Butler Farm, Inc. and C.V. Butler Farms, Inc. have caused this Agreement to be executed by their respective duly authorized officers as of the date first above-written.

BUTLER FUNDING, INC.

By: 
C. Victor Butler, Jr.
President

C.V. BUTLER FARMS, INC.

By: 
C. Victor Butler, Jr.
President

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