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Division of Corporations

FAX:

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Florida Department of State
Division of Corporations
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Account Number : 075350000132
Phone : (305) 374-7580
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
C/CustomerContactChannels Insurance, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	55
Estimated Charge	\$87.50

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
C3/CustomerContactChannels Insurance, Inc.	Idaho	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
C3 Insurance Agency, Inc.	Florida	P11000068651

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 15, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 15, 2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

C3 Insurance Agency, Inc.

Helen R Franco

Helen R. Franco, Secretary

C3/ CustomerContactChannels

Insurance, Inc.

Helen R Franco

Helen R. Franco, Secretary

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is dated as of December 15, 2017, by and between C3/CUSTOMERCONTACTCHANNELS INSURANCE, INC., an Idaho corporation (hereinafter referred to as the "Surviving Corporation" and sometimes referred to as "C3 Idaho"), and C3 INSURANCE AGENCY, INC., a Florida corporation (hereinafter referred to as the "Merging Corporation" and sometimes referred to as "C3 Florida"), which two corporations are hereinafter sometimes collectively referred to as the "Constituent Corporations."

RECITALS

A. C3 Idaho is validly organized, existing and in good standing under the laws of the State of Idaho, with an authorized capital of one hundred (100) shares of Common Stock, all of which were issued and outstanding on the date of execution of this Agreement.

B. C3 Florida is validly organized, existing and in good standing under the laws of the State of Florida, with an authorized capital of 100 shares of Common Stock, all of which were issued and outstanding on the date of execution of this Agreement.

C. The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that C3 Florida merge with and into C3 Idaho in accordance with the provisions of applicable laws of the States of Idaho and Florida, and have entered into this Agreement of Merger in connection with the merger.

NOW THEREFORE, the Constituent Corporations agree, with each other, to merge into a single corporation which shall be the Surviving Corporation, pursuant to the laws of the States of Florida and Idaho, and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect and the manner and basis of converting the interests of the Merging Corporation into interests of the Surviving Corporation, as herein set forth:

1. MERGER.

1.1 The Merger. On the effective date of the merger, as defined below, the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease. The Constituent Corporations shall become a single corporation named C3 Insurance Agency, Inc., an Idaho corporation, which shall be the Surviving Corporation.

1.2 Statement of Merger. As soon as practicable, the Surviving Corporation will cause a Statement of Merger (the "Statement of Merger") to be executed, acknowledged and filed with the Secretary of State of Idaho as provided in Section 30-22-205 of the Idaho Entity Transactions Act, in substantially the form attached as Exhibit "A."

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1.3 Articles of Merger. As soon as practicable, the Surviving Corporation will cause Articles of Merger (the "Articles of Merger") to be executed, acknowledged and filed with the Department of State of Florida as provided in Section 607.1105 of the Florida Business Corporation Act, in substantially the form attached as Exhibit "B."

1.4 Effective Date. The Merger shall be effective upon on the latter of the date and time of filing of the Statement of Merger with the Idaho Secretary of State executed by the President of the Constituent Corporations and the filing of Articles of Merger with the Department of State of Florida (the "Effective Date").

2. SURVIVING CORPORATION.

2.1 Articles of Incorporation. On the Effective Date, the Articles of Incorporation of C3 Idaho shall be the Articles of Incorporation of the Surviving Corporation, as amended by the Statement of Merger, or until further amended in accordance with the applicable laws of the State of Idaho.

2.2 Bylaws. On the Effective Date, the form and substance of the Bylaws of C3 Florida amended for references to the Merging Corporation to be replaced with Surviving Corporation and amended to the extent necessary to give effect to this Agreement, shall be the By-Laws of the Surviving Corporation, until altered or repealed in the manner provided by law and such Bylaws.

2.3 Directors and Officers. Following the Merger, the following persons shall be appointed the directors and officers of the Surviving Corporation and shall hold office until their successors have been duly elected or appointed and have qualified in accordance with the law and the Bylaws of the Surviving Corporation:

President and Chief Operating Officer:	Yogesh Khattar
Chief Financial Officer:	William Foo
Vice President:	Lynda Damon
Secretary:	Helen R. Franco

3. EFFECT ON SHARES.

3.1 Surviving Corporation Shares. Immediately prior to the Effective Date, the Surviving Corporation has 100 authorized shares of Common Stock, 10 of which are issued and outstanding, which shares are the consideration for this merger and shall be considered the replacement shares for the cancelled and retired shares of C3 Florida as set forth in the following paragraph.

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3.2 Merging Corporation Shares. For every share of the Merging Corporation's Common Stock which is issued and outstanding immediately prior to the Effective Date of the merger (10 shares of Common Stock), such share shall by virtue of the merger become cancelled and retired, without action on the part of the Constituent Corporations or the holder of such Common Stock, and each such cancelled and retired share shall be considered replaced with an equal number of shares of the Surviving Corporation's as set forth in the immediately preceding paragraph.

4. EFFECTS OF MERGER.

4.1 Property and Liabilities of Surviving Corporation. On the Effective Date, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and all of the singular rights, privileges, powers and franchises of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, including stock subscriptions as well as other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

4.2 Further Assurances. If at any time after the merger becomes effective it shall appear to the Surviving Corporation that any further assignments or assurances are necessary or desirable to evidence the vesting in the Surviving Corporation of the title to any of the property or rights of the Merging Corporation, those persons who were proper officers and directors of the Merging Corporation as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the Surviving Corporation. For such purposes the capacity and authority of the Merging Corporation and its officers and directors shall be deemed to be continuing.

4.3 Accounting and Stated Capital. When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, the assets and liabilities of the Constituent Corporations shall be recorded in the accounting records of the Surviving Corporation at the amounts at which they shall be carried at that time in the accounting records of the Constituent Corporations.

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5. MISCELLANEOUS.

5.1 Successors and Assigns. This Agreement shall be binding upon and shall inure to the benefit of the parties and their respective successors and assigns.

5.2 Amendment. This Agreement may be amended with the approval of the Board of Directors of each party at any time prior to the Effective Date with respect to any of the terms contained herein.

5.3 Agreement to Take Necessary and Desirable Actions. Each party agrees to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary and desirable in order to consummate or implement expeditiously the transactions contemplated by this Agreement.

5.4 Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Idaho.

5.5 Captions. The captions are inserted herein for convenience only and shall not be given any legal effect or affect in any way the meaning or interpretation of this Agreement.

5.6 Consent of Directors of Merging Corporation. The Board of Directors of the Merging Corporation shall evidence its unanimous consent to this Agreement by executing the Unanimous Consent of Directors in Lieu of Meeting, in substantially the forms attached as Exhibit "C."

5.7 Consent of Directors of Surviving Corporation. The Board of Directors of the Surviving Corporation shall evidence its unanimous consent to this Agreement by executing the Unanimous Consent of Directors in Lieu of Organizational Meeting, in substantially the forms attached as Exhibit "D."

5.8 Consent of Shareholders. Each of the Shareholders of the Constituent Corporations shall evidence their unanimous consent to this Agreement by executing the Unanimous Consent of Shareholders in Lieu of Meeting, in substantially the forms attached as Exhibit "E," as to the Merging Corporation, and Exhibit "F," as to the Surviving Corporation.

5.9 Recommendation to Shareholders. Pursuant to Section 607.1103 of the Florida Business Corporation Act, the Board of Directors of Merging Corporation recommend this plan of merger to the shareholders of the Merging Corporation, evidenced by their execution of Exhibit "C."

5.10 Recitals Incorporated. The recitals of this Agreement are hereby incorporated herein by this reference.

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IN WITNESS WHEREOF, the parties have executed this Plan and Agreement of Merger
on December 15, 2017.

C3/CUSTOMERCONTACTCHANNELS
INSURANCE, INC.

C3 INSURANCE AGENCY, INC.

By: Helen R. Franco
Helen R. Franco
Secretary

By: Helen R. Franco
Helen R. Franco
Secretary

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EXHIBIT "A"
(Form of - Statement of Merger)

STATEMENT OF MERGER

Merging

C3 INSURANCE AGENCY, INC.
(a Florida corporation)

Into

C3/CUSTOMERCONTACTCHANNELS INSURANCE, INC.
(an Idaho corporation)

PURSUANT TO THE PLAN AND AGREEMENT OF MERGER effective the 15th day of December, 2017, by and between **C3 INSURANCE AGENCY, INC.**, a Florida corporation ("C3 Florida"), and **C3/CUSTOMERCONTACTCHANNELS INSURANCE, INC.**, an Idaho corporation formed in Idaho ("C3 Idaho"), with C3 Florida and C3 Idaho being sometimes collectively referenced herein as the "Parties" or "Party," this Statement of Merger is filed pursuant to Idaho Code § 30-22-205:

FIRST: The name of the non-surviving entity upon the Effective Time is **C3 INSURANCE AGENCY, INC.**, a Florida corporation formed in Florida ("C3 Florida"). Upon the Effective Time, C3 Florida shall be merged with and into C3 Idaho, and the separate existence of C3 Florida shall thereupon cease.

SECOND: The name of the Surviving Company from and after the Effective Time shall be **C3 INSURANCE AGENCY, INC.**, an Idaho corporation. C3 Idaho shall file the Articles of Amendment attached hereto as Exhibit A-1 with the Idaho Secretary of State effectuating the name change to C3 Insurance Agency, Inc., an Idaho corporation, which shall be the Surviving Entity.

THIRD: The Merger shall become effective on the date and time of filing this Statement of Merger with the Idaho Secretary of State (the "Effective Time").

FOURTH: The board of directors and all shareholders of C3 Florida have approved the Plan of Merger and the merger of C3 Florida into and with C3 Idaho, upon the terms and conditions contained in the Plan of Merger and in accordance with the requirements of Florida law.

FIFTH: The board of directors and the shareholders of C3 Idaho have approved the Plan of Merger and the merger of C3 Florida into and with C3 Idaho, upon the terms and conditions

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contained in the Plan of Merger and subject to the requirements of the laws of the States of Idaho and Florida.

SIXTH: The Articles of Incorporation of C3 Idaho as in effect on the date hereof shall from and after the Effective Time be, and continue to be, the Articles of Incorporation of the Surviving Entity until changed or amended as provided by law.

SEVENTH: Pursuant to Idaho Code § 30-22-101 et seq., this Merger is effected pursuant to the Idaho Model Entity Transactions Act.

IN WITNESS WHEREOF, this Statement of Merger has been duly executed by the Parties as of December __, 2017 to be effective at the Effective Time.

**C3/CUSTOMERCONTACTCHANNELS
INSURANCE, INC.**

C3 INSURANCE AGENCY, INC.

By: Helen R Franco
Helen R. Franco
Secretary

By: Helen R Franco
Helen R. Franco
Secretary

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EXHIBIT "A-1"
(Articles of Amendment)

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**ARTICLES OF AMENDMENT
(General Business)**

Title 30, Chapters 21 and 29, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

1. The name of the corporation is:

C3/CustomContactChannels Insurance, Inc.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each article being amended:

Article 1: The name of the Corporation shall be:
C3 Insurance Agency, Inc.

3. The date of adoption of the amendment(s) was:
- December 15, 2017

4. Manner of adoption (check one):

- ☐ The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-29-1002, 30-29-1005, and 30-29-1006, Idaho Code, and was, therefore, adopted by the board of directors.
- ☐ None of the corporation's shares have been issued and was, therefore, adopted by the
☐ incorporator ☐ board of directors.
- ☒ Approval by the shareholders is required and the shareholders duly approved the amendment(s) as required by either Title 30, Chapters 20, 21, and 29, Idaho Code or by the Articles of Incorporation.

Dated: _____

Printed Name: Helen FrancoSignature: Helen R Franco

Secretary of State use only

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INSTRUCTIONS

If the document is incorrect, provide contact information where can you be reached for corrections:

(208) 344-8535

Phone Number

rstover@eberle.com

Email Address

Note: Complete and submit the application in duplicate.

Use of this form is optional. You may either use this form OR draft your own articles of amendment, pursuant to Idaho Code §30-29-1006.

1. Item 1 - Enter the name exactly as it appears in the records of the Office of the Secretary of State, before filing of this amendment. If the corporation has been administrative dissolved and the name is unavailable, this amendment must be filed as a change of corporate name.
2. Item 2 - In item # 2, set out the text for each article which has been amended. If the amended text is too long to fit in Item # 2, do not use the form; draft your own articles of amendment. If the amendment consists of a corporate name change Idaho Code requires that the new name of the corporation comply with Title 30, Chapter 21, Part 3, Idaho Code, including the designation of corporate ending. The options for such requirement are corporation, incorporated, company, limited, or any abbreviation of such words. It is advised that you contact the Secretary of State to check for name availability before filing.
3. Item 3 - Enter the date of the meeting upon which such amendments were voted and approved.
4. Item 4 - Check the first box only if the amendment or amendments consist of no more than the actions listed in section 30-29-1002, 30-29-1005, and 30-29-1006, Idaho Code (e.g. extension of duration, deletion of initial directors or initial registered agent, stock split, change of corporate ending on corporate name, or cancellation of treasury shares), and the board of directors approved the amendment(s). If the corporation is new and has not issued shares, check the second box and one of the choices under it. Otherwise, check the third box, declaring that approval by the shareholders is required and the shareholders duly approved the amendment(s) as required by either Title 30, Idaho Code or by the Articles of Incorporation. A name change does require shareholder approval.
5. Enclose the appropriate fee (make checks payable to Idaho Secretary of State):
 - a. If the application is typed, the fee is \$30.00.
 - b. If the application is not typed, the fee is \$50.00.
 - c. If expedited service is requested, add \$20.00 to the filing fee.
 - d. If the fees are to be paid from the filing party's pre-paid customer account, conspicuously indicate the customer account number in the cover letter or transmittal document.

Pursuant to Idaho Code § 67-910(6), the Secretary of State's Office may delete a business entity filing from our database if payment for the filing is not completed.

6. Mail or deliver to:

Office of the Secretary of State
450 N 4th Street
PO Box 83720
Boise ID 83720-0080

7. If you have questions or need help, call the Secretary of State's office at (208) 334-2301.

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210

**ARTICLES OF AMENDMENT
(General Business)**

Title 30, Chapters 21 and 29, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

1. The name of the corporation is:

C3/CustomContactChannels Insurance, Inc.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each article being amended:

Article 1: The name of the Corporation shall be:
C3 Insurance Agency, Inc.

3. The date of adoption of the amendment(s) was:
- December 15, 2017

4. Manner of adoption (check one):

- ☐ The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-29-1002, 30-29-1005, and 30-29-1006, Idaho Code, and was, therefore, adopted by the board of directors.
- ☐ None of the corporation's shares have been issued and was, therefore, adopted by the
☐ incorporator ☐ board of directors.
- ☒ Approval by the shareholders is required and the shareholders duly approved the amendment(s) as required by either Title 30, Chapters 20, 21, and 29, Idaho Code or by the Articles of Incorporation.

Dated: _____

Printed Name: Helen FrancoSignature: Helen R Franco

Secretary of State use only

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EXHIBIT "B"
(Form of - Articles of Merger)

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
C3/CustomerContactChannels Insurance, Inc.	Idaho	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
C3 Insurance Agency, Inc.	Florida	P11000068651

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 15, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 15, 2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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EXHIBIT "C"
(Form of - Unanimous Consent of Directors in Lieu of Meeting)

UNANIMOUS WRITTEN CONSENT
OF
DIRECTORS OF
C3 INSURANCE AGENCY, INC.

THE UNDERSIGNED, being the Directors of C3 INSURANCE AGENCY, INC, a Florida corporation (the "Corporation"), hereby consent to, adopt, ratify and approve in writing the following corporate actions, without a meeting, in accordance with the Bylaws and provisions of Sections 607.0821 of the Florida Business Corporation Act:

BE IT RESOLVED, that the Secretary of the Corporation, Helen R. Franco, is hereby authorized and directed to execute on behalf of the Corporation that certain Plan and Agreement of Merger, of even date herewith, by and between the Corporation and C3/CustomerContactChannels Insurance, Inc., a copy of which is attached hereto as Exhibit C-1 (the "Plan"); and

BE IT FURTHER RESOLVED, that the Secretary of the Corporation, Helen R. Franco, is hereby authorized and directed to execute and file on behalf of the Corporation the Statement of Merger and Articles of Merger, attached as exhibits to the Plan, or any other documents required or necessary to effectuate the Plan.

DATED effective this 15th day of December, 2017.

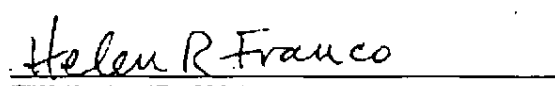
DIRECTOR:


SUDHIR AGARWAL

DIRECTOR:


SANJOY CHATTERJEE

DIRECTOR:


HELEN R. FRANCO

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EXHIBIT "C"
(Form of - Unanimous Consent of Directors in Lieu of Meeting)

UNANIMOUS WRITTEN CONSENT
OF
DIRECTORS OF
C3 INSURANCE AGENCY, INC.

THE UNDERSIGNED, being the Directors of C3 INSURANCE AGENCY, INC, a Florida corporation (the "Corporation"), hereby consent to, adopt, ratify and approve in writing the following corporate actions, without a meeting, in accordance with the Bylaws and provisions of Sections 607.0821 of the Florida Business Corporation Act:

BE IT RESOLVED, that the Secretary of the Corporation, Helen R. Franco, is hereby authorized and directed to execute on behalf of the Corporation that certain Plan and Agreement of Merger, of even date herewith, by and between the Corporation and C3/CustomerContactChannels Insurance, Inc., a copy of which is attached hereto as Exhibit C-1 (the "Plan"); and

BE IT FURTHER RESOLVED, that the Secretary of the Corporation, Helen R. Franco, is hereby authorized and directed to execute and file on behalf of the Corporation the Statement of Merger and Articles of Merger, attached as exhibits to the Plan, or any other documents required or necessary to effectuate the Plan.

DATED effective this 15th day of December, 2017.

DIRECTOR:

SUDHIR AGARWAL

DIRECTOR:



SANJOY CHATTERJEE

DIRECTOR:

HELEN R. FRANCO

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EXHIBIT "C-1"
(Form of - Plan and Agreement of Merger)

SEE PLAN AND AGREEMENT OF MERGER ATTACHED TO THE ARTICLES OF MERGER

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EXHIBIT "D"

(Form of - Unanimous Consent of Directors in Lieu of Organizational Meeting)

UNANIMOUS CONSENT OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING
OF

C3/CUSTOMERCONTACTCHANNELS INSURANCE, INC.

THE UNDERSIGNED, constituting of all the directors of C3/CUSTOMERCONTACTCHANNELS INSURANCE, INC, an Idaho corporation, do hereby consent to, adopt and approve in writing the following corporate action without a meeting in accordance with the provisions of the Idaho Business Corporation Act:

1. Articles of Incorporation:

RESOLVED, that the Articles of Incorporation of this Corporation, as filed and as amended pursuant to the terms of the Plan and Agreement of Merger by and between the Corporation and C3 Insurance Agency, Inc., a Florida Corporation, of even date herewith, a copy of which is attached hereto as Exhibit D-1 ("Merger") and incorporated herein by this reference, are approved and adopted and shall be inserted in the Minute Book of the Corporation, together with the Certificate of Incorporation issued by the Secretary of State of Idaho.

2. Bylaws:

RESOLVED, that the form of Bylaws for the regulation of the affairs of the Corporation which accompany this Consent as Exhibit D-2, are hereby approved, adopted and shall be filed in the Corporate Minute Book.

3. Election of Officers:

RESOLVED, That the following persons are hereby elected as the officers of the Corporation to hold office for the ensuing year or until such time as their respective successors are duly elected and qualified:

President and Chief Operating Officer: Yogesh Khattar

Chief Financial Officer: William Foo

Vice President: Lynda Damon

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Secretary:

Helen R. Franco

4. Books and Records:

RESOLVED, that the secretary of this Corporation shall procure all such record books, transfer books, books of account, stationery, and other office supplies as may be necessary, for the proper conduct of this Corporation's business.

5. Payment of Expenses:

RESOLVED, that the secretary is authorized and directed to pay out of any funds belonging to this Corporation the expenses incurred in connection with its incorporation and the Merger, for the supplies ordered or to be purchased in connection with the organization of the Corporation and the establishment of its business, and such other obligations, if any, as the Corporation has incurred incidental to its organization and the Merger.

6. Designation of Depository:

RESOLVED, that this Corporation may open bank accounts for the general banking business of this Corporation with such bank to be located in Twin Falls, Idaho.

7. Issuance of Stock:

WHEREAS, C3/CUSTOMERCONTACTCHANNELS HOLDINGS, INC., a Florida corporation, will purchase a total of ten (10) shares of Common Stock of the Corporation in exchange for good and valuable consideration;

WHEREAS, the Board of Directors, after review and discussion of the purchase of the ten (10) shares of Common Stock, believe that it is in the best interests of the Corporation to sell C3/CUSTOMERCONTACTCHANNELS HOLDINGS, INC., a Florida corporation, the shares of Common Stock in exchange for the consideration noted on the books and records;

NOW, THEREFORE, BE IT RESOLVED, that the purchase set out above in this Resolution be, and hereby is, accepted and approved; and

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BE IT FURTHER RESOLVED, that the President be, and is hereby authorized and directed in the name of and on behalf of the Corporation to execute and deliver ten (10) shares of Common Stock to C3/CUSTOMERCONTACTCHANNELS HOLDINGS, INC., a Florida corporation, in either certificated or uncertificated form, upon receipt of such consideration.

FURTHER RESOLVED, when the shares are issued pursuant to these Resolutions, the shares shall be fully paid and non-assessable.

8. Authorization of Further Action:

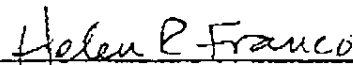
RESOLVED, the appropriate officers of the Corporation are authorized to take any and all further action as they in their discretion deem necessary or advisable to affect the resolutions set forth in these minutes.

This Consent may be executed in several counterparts, each of which shall be deemed an original and all of which shall constitute but one and the same instrument.

DATED effective the 15th day of December, 2017.


Sudhir Agarwal

Sanjoy Chatterjee


Helen R. Franco

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BE IT FURTHER RESOLVED, that the President be, and is hereby authorized and directed in the name of and on behalf of the Corporation to execute and deliver ten (10) shares of Common Stock to C3/CUSTOMERCONTACTCHANNELS HOLDINGS, INC., a Florida corporation, in either certificated or uncertificated form, upon receipt of such consideration.

FURTHER RESOLVED, when the shares are issued pursuant to these Resolutions, the shares shall be fully paid and non-assessable.

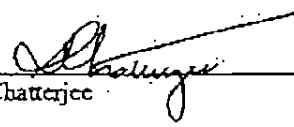
8. Authorization of Further Action:

RESOLVED, the appropriate officers of the Corporation are authorized to take any and all further action as they in their discretion deem necessary or advisable to affect the resolutions set forth in these minutes.

This Consent may be executed in several counterparts, each of which shall be deemed an original and all of which shall constitute but one and the same instrument.

DATED effective the 15th day of December, 2017.

Sudhir Agarwal



Sanjoy Chatterjee

Helen R. Franco

JAN-08-2018 MON 03:30 PM

PAY:

P.025

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EXHIBIT "D-1"
(Form of - Plan and Agreement of Merger)

SEE PLAN AND AGREEMENT OF MERGER ATTACHED TO ARTICLES OF MERGER

JAN-08-2018 MON 03:30 PM

PAY:

P.026

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EXHIBIT "D-2"
(Form of - Bylaws)

JAN-08-2018 MON 03:30 PM

PAY:

P.027

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BY-LAWS
OF
C3 INSURANCE AGENCY, INC.
(an Idaho corporation)

Adopted December 15, 2017

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BY-LAWS
OF
C3 INSURANCE AGENCY, INC.

ARTICLE I
MEETINGS OF SHAREHOLDERS

Section 1. Annual Meeting.

The annual meeting of the shareholders of this corporation shall be held at the time and place designated by the Board of Directors of the corporation. The annual meeting of shareholders for any calendar year shall be held no later than thirteen months after the last preceding annual meeting of shareholders. Business transacted at the annual meeting shall include the election of directors of the corporation and any proper business as may come before the meeting.

Section 2. Special Meetings.

Special meetings of the shareholders shall be held when directed by the Board of Directors, or when a signed and dated written demand is delivered to the president of the corporation by the holders of not less than ten (10%) percent of all votes entitled to be cast on any issue to be considered at the proposed special meeting, describing the purposes of the proposed special meeting. At any special meeting only such business may be transacted which is related to the purpose or purposes set forth in the notice of such special meeting.

Section 3. Place.

Meetings of shareholders may be held within or without the State of Idaho.

Section 4. Notice.

The corporation shall notify shareholders of the date, time and place of each annual and special shareholders' meeting no fewer than ten (10) or more than sixty (60) days before the meeting date. Unless the Idaho Business Corporation Act, as amended (the "Act"), or the Articles of Incorporation require otherwise, the corporation is required to give notice only to shareholders entitled to vote at the meeting. Notice shall be given in the manner provided in Section 5 below, by or at the direction of the chairman of the corporation, either Co-Chief Executive Officer, the president or the officer or persons calling the meeting. If the notice is mailed at least thirty (30) days before the date of the meeting, it may be done by a class of United States mail other than first class. Notwithstanding Section 5 below, if mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his or her address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.