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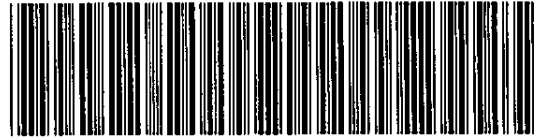
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17 AUG 14 PM 10:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Home Insights, LLC

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Mia Filippini

(Contact Person)

Wyatt Early Harris Wheeler LLP

(Firm/Company)

PO Drawer 2086

(Address)

High Point, North Carolina 27261

(City/State and Zip Code)

For further information concerning this matter, please call:

Mia Filippini

(Name of Contact Person)

At (336) 819-6040

(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 MERGER⁷
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

FILED

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

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>
Diamond Interiors, LLC	North Carolina	LLC
Your Direct Imports, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction for each **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Home Insights, LLC	North Carolina	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership, and/or 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: July 31, 2017

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:

Home Insights, LLC
5307 Highstream Court
Greensboro, NC 27407

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.

EIGHTH: Signature (s) for Each Party:

Name of Entity/Organization

Signature(s):

Typed or Printed

Name of Individual:

Diamond Interiors, LLC

Glasgow Park

By:

Your Direct Imports, Inc.

Home Insights, LLC

Phillip C. Hood,
President

Phillip C. Hood,
LLC Manager

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is effective as of the 31st day of July, 2017 by and between **HOME INSIGHTS, LLC**, a North Carolina limited liability company (the "Surviving Company"), and **YOUR DIRECT IMPORTS, INC.**, a Florida Corporation (the "Merging Corporation") and **DIAMOND INTERIORS, LLC**, a North Carolina Limited liability company (the "Merging LLC"). The Surviving Company and the Merging Corporation and the Merging LLC are collectively referred to as the "Constituent Companies."

RECITALS

The Surviving Company is a limited liability company duly organized and existing under and by virtue of the laws of the State of North Carolina, having its principal office and place of business located at that address listed and filed with the North Carolina Secretary of State. The present ownership interest consists of 10,000 units of which 10,000 units are issued and outstanding.

The Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida, having its principal office and place of business located at 5660 NE 56th Street, High Stream, FL, 32643. The present authorized capital stock consists of 10 shares of common voting stock without par value, of which 10 shares are issued and outstanding.

The Managers of the Surviving Company and the Merging Corporation and the Merging LLC consider it desirable and in the best interests of the companies and their members (owners) and their shareholders that the Merging Corporation and the Merging LLC be merged with and into the Surviving Company (the "Merger").

NOW THEREFORE, in consideration of the foregoing and the mutual promises and covenants, and subject to the conditions set forth in this Plan, the Constituent Companies agree as follows:

1. The names of the Constituent Companies are HOME INSIGHTS, LLC, a North Carolina limited liability Company, YOUR DIRECT IMPORTS, INC., a Florida Corporation, and DIAMOND INTERIORS, LLC, a North Carolina limited liability company.

2. The name of the surviving corporation is HOME INSIGHTS, LLC

3. As to each of the Constituent Companies, the designation of membership interests (in the case of an LLC) or outstanding shares of stock of each class and series, and the voting rights thereof, are as follows:

- (a) HOME INSIGHTS, LLC: 10,000 units representing all of the membership interests in the Surviving Company, all of which are entitled to vote in connection with the Merger.
- (b) YOUR DIRECT IMPORTS, INC.: 10 shares of common stock, no par value, all of which are entitled to vote in connection with the Merger.
- (c) DIAMOND INTERIORS, LLC: 100% of the membership interests of the Merging LLC are issued and outstanding and entitled to vote in connection with the Merger.

The ownership interests in the Merging Corporation, the Surviving Company, and the Merging LLC are not subject to change prior to the effective time of the Merger.

4. Upon such Merger, the separate corporate existence of the Merging Corporation and the Merging LLC will cease, and the Surviving Company will become the owner, without other transfer, of all the rights and property of the Constituent Companies, and the Surviving Corporation will become subject to all the liabilities, obligations, and penalties of the Constituent Companies.

5. The purposes, county where the principal office for the transaction of business will be located, number of Managers, and membership interest units of the Surviving Company will be as appears in the Articles of Organization, Operating Agreement, organizational minutes, and other relevant company books and records of the Surviving Company.

6. The Operating Agreement of the Surviving Company, as in effect on the effective date, will be the Operating Agreement of the Surviving Company until such Operating Agreement is altered, amended, or repealed, or until a new Operating Agreement is adopted all as provided in accordance with the then current Operating Agreement of the Surviving Company.

7. The names and addresses of the following persons will constitute the Members and Managers of the Surviving Company after the completion of the merger as of the Effective date:

Phillip C. Hood

Membership Interest in the Surviving Company: 1000 Units

5307 Highstream Court

Greensboro, NC 27407

United States of America

Starwood Furniture MFG VN Corp

Membership Interest in the Surviving Company: 9000 Units

Uyen Hung Town

Tan Uyen County

Binh Dong Province

VietNam

8. The manner and basis of converting the shares of the Constituent Companies into shares of the surviving corporation will be as follows:

(a) Surviving Company's Ownership Interests: All of the Surviving Company's membership interests outstanding as of the effective date of the Merger will remain issued and outstanding membership interests of the Surviving Company without any change or modification or action on the part of the owners of such membership interests. No membership interests of the Surviving Company so issued and outstanding as of the Merger will be converted as a result of the Merger.

(b) Merging Corporation's Shares: All of the Merging Corporation's common capital stock issued and outstanding as of the effective date of the Merger will be cancelled as of the effective date of the Merger.

(c) Merging LLC's Membership Interests: All of the Merging LLC's outstanding membership interests will be cancelled as of the effective date of the Merger.

9. This Plan will be submitted to the members and to the shareholders of the Constituent Companies for their approval in the manner provided by the applicable laws of the State of Florida and the State of North Carolina, by unanimous written consent or at meetings to be held at such time as the manager or board of directors of the Constituent Companies may agree.

10. The managers or directors of the Constituent Companies may, in their discretion, abandon this Merger, subject to the rights of third parties under contracts relating the Merger, without further action or approval by the owners, at any time before the Merger has been completed.

11. This Plan may be executed in any number of counterparts, and all such counterparts and copies will be and constitute an original instrument.

*[THE REMAINDER OF THIS PAGE IS INTENTIONALLY BLANK;
THE FOLLOWING PAGE IS THE SIGNATURE PAGE.]*

AGREEMENT AND PLAN OF MERGER

SIGNATURE PAGE

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their respective officers on this ____ day of July, 2017

THE SURVIVING COMPANY:

BONK INSURANCE, LLC, a North Carolina limited liability company

By: 

WILLIAM C. WOODS, President

THE MERGING COMPANY:

VERM DIRECT IMPORTS, INC., a Florida corporation

By: 

WILLIAM C. WOODS, President

THE MERGING COMPANY:

(HAINING) INVESTMENT, LLC, a South Carolina limited liability company

By: 

WILLIAM C. WOODS, President

GLINT & CORTH FURNITURE HOLDINGS, LTD
Member Manager of Diamond Investment, LLC