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CUMMINGS & LOCKWOOD LLC

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P14000027346

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MERGER OR SHARE EXCHANGE

Stephen Rhinesmith, Inc.

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Merger

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are being submitted in accordance with the Florida Business Corporations 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>
STEPHEN RHINESMITH, INC.	Florida	P14000027346

SECOND: The name and jurisdiction of the merging corporation:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
STEPHEN RHINESMITH, INC.	Massachusetts	n/a

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.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on April 24, 2014.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging corporation on April 24, 2014.

SEVENTH: Signatures for each corporation:

STEPHEN RHINESMITH, INC., a
Florida corporation

By: 
Stephen H. Rhinesmith
President

STEPHEN RHINESMITH, INC., a
Massachusetts corporation

By: 
Stephen H. Rhinesmith
President

FILED
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AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** ("Agreement") is made and entered into effective as of the 24th day of April, 2014, by and between **STEPHEN RHINESMITH, INC.**, a Florida corporation (the "Surviving Corporation") and **STEPHEN RHINESMITH, INC.**, a Massachusetts corporation (the "Absorbed Corporation"). The Surviving Corporation and the Absorbed Corporation are sometimes referred to herein as the "Constituent Corporations."

STIPULATIONS

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 13323 Pond Apple Drive East, Naples, FL 34119.

B. The Surviving Corporation has authorized 275,000 shares of common stock, of which 1,000 shares are issued and outstanding.

C. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Massachusetts, with its principal office at 534 Main Street, Unit B, Chatham, Massachusetts 02633.

D. The Absorbed Corporation has authorized 275,000 shares of common stock, of which 1,000 shares are issued and outstanding.

E. The board of directors of each of the Constituent Corporations deem it advisable and in the best business interests of the corporations and their shareholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the applicable provisions of the Florida Business Corporation Act and the Massachusetts Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

F. The boards of directors of the Constituent Corporations have approved the merger on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the laws of the State of Florida and the Commonwealth of Massachusetts which permit such merger.

In consideration of the mutual premises, covenants and agreements herein contained, the Constituent Corporations agree as follows:

ARTICLE I. THE MERGER

Section 1.1. Description of the Merger. As of the Effective Date (as defined in Article V), the Absorbed Corporation shall merge with and into the Surviving Corporation (the "Merger") and the Surviving Corporation shall continue as the surviving corporation, subject to the laws of the State of Florida. The Merger shall be pursuant to and shall have the effect

provided for in the Florida Business Corporation Act and the Massachusetts Business Corporation Act.

Section 1.2. Effect of the Merger. From and after the Effective Date:

(a) The Surviving Corporation shall become the surviving corporation, and the separate existence of the Absorbed Corporation shall cease;

(b) The Surviving Corporation shall possess all of the rights, privileges and powers, public and private, of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any Constituent Corporation on whatever account. All interests of, belonging or due to, either of the Constituent Corporations shall thereupon be deemed to be transferred to and vested in the Surviving Corporation without act or deed and no title to any real estate or any interest therein vested in either of the Constituent Corporations shall revert or be in any way impaired by reason of the Merger; and

(c) The Surviving Corporation shall be responsible for all debts, liabilities and obligations of each of the Constituent Corporations and each claim existing and each action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, and the Surviving Corporation may be substituted in the place of such Constituent Corporations. No right of any creditor of either Constituent Corporation and no lien upon the property of either Constituent Corporation shall be impaired by the Merger.

ARTICLE II.

ARTICLES OF INCORPORATION, ARTICLES OF ORGANIZATION AND BYLAWS

Section 2.1. Articles of Incorporation and Articles of Organization. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the Effective Date. Such articles of incorporation shall continue in effect until amended, restated or repealed in accordance with applicable law or the articles of incorporation of the Surviving Corporation. The articles of organization of the Absorbed Corporation shall terminate and be of no force or effect as of the Effective Date.

Section 2.2. Bylaws. The bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be its bylaws following the Effective Date. Such bylaws shall continue in effect until amended, restated or repealed in accordance with applicable law, the articles of incorporation or the bylaws of the Surviving Corporation. The bylaws of the Absorbed Corporation shall terminate and be of no force or effect as of the Effective Date.

ARTICLE III.

DIRECTORS AND OFFICERS

The directors and officers of the Surviving Corporation immediately after the Effective Date shall continue as the directors and officers of the Surviving Corporation for the terms provided by law or in the bylaws, or until their respective successors are elected or appointed and qualified.

**ARTICLE IV.
MANNER AND BASIS OF CONVERTING SHARES**

The sole shareholder of the Absorbed Corporation is the sole shareholder of the Surviving Corporation. Accordingly, as of the Effective Date, pursuant to this Agreement, all of the shares of common stock of the Absorbed Corporation issued and outstanding on the Effective Date shall be cancelled in lieu of being converted into shares of common stock of the Surviving Corporation.

**ARTICLE V.
EFFECTIVENESS OF MERGER**

If this Agreement is not terminated and abandoned pursuant to the provisions of Article VI, the following actions shall be taken to effect the Merger:

(i) Articles of Merger shall be executed and filed with the Florida Department of State in accordance with the Florida Business Corporation Act; and

(ii) Articles of Merger shall be executed and filed with the Massachusetts Secretary of the Commonwealth in accordance with the Massachusetts Business Corporation Act; and

(iii) the Constituent Corporations shall do all other acts and things as shall be necessary or desirable to effect the Merger.

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

**ARTICLE VI.
ABANDONMENT AND AMENDMENT**

Section 6.1. Abandonment. At any time prior to the Effective Date, this Agreement may be abandoned (i) by the board of directors of either Constituent Corporation, or (ii) by the mutual consent of the Constituent Corporations, acting each by its board of directors, notwithstanding approval of this Agreement by the boards of directors or shareholders of the Constituent Corporations. In the event of the abandonment of this Agreement pursuant to the provisions of this Section, this Agreement shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either of the Constituent Corporations or of its boards of directors or its shareholders.

Section 6.2. Amendment. This Agreement may be amended, modified or supplemented by the boards of directors of the Constituent Corporations at any time prior to the Effective Date; provided that an amendment made following approval of this Agreement by the boards of directors of the Constituent Corporations shall not alter or change (i) the amount or kind of shares of common stock to be received, (ii) any term of the articles of incorporation of the Surviving Corporation to be effected by the Merger, or (iii) any of the terms and conditions


of this Agreement if such alteration or change would adversely affect the shareholders of the Constituent Corporations.

**ARTICLE VII.
FURTHER ASSURANCES**


If, at any time after the Effective Date, the Surviving Corporation or its successors or assigns determines that any documentation, action or things are necessary or desirable to further carry out the purposes of this Agreement or to vest the Surviving Corporation with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, and authority of each of the Constituent Corporations, the officers of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of any Constituent Corporation or otherwise, all such documentation, and to take and do, in the name and on behalf of any Constituent Corporation or otherwise, all such other actions and things.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by their respective duly authorized personnel as of the date first written above.

STEPHEN RHINESMITH, INC., a
Florida corporation

By: 
Stephen H. Rhinesmith
President

STEPHEN RHINESMITH, INC., a
Massachusetts corporation

By: 
Stephen H. Rhinesmith
President