

Division of Corporations

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Division of Corporations
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MERGER OR SHARE EXCHANGE
DOHERTY, INC.

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**ARTICLES OF MERGER
OF
DOHERTY, INC., A MICHIGAN CORPORATION,
INTO
DOHERTY II, INC., A FLORIDA CORPORATION**

ARTICLES OF MERGER between DOHERTY, INC., a Michigan corporation qualified in the State of Florida, (hereinafter, "Doherty MI") and DOHERTY II, INC., a Florida corporation, (hereinafter, "Doherty FL").

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") and applicable provisions of the Business Corporation Act of Michigan (the "BCA"), Doherty FL and Doherty MI, adopt the following Articles of Merger.

ARTICLE I

The Agreement and Plan of Merger dated December 23, 2015, (the "Plan of Merger") between Doherty MI and Doherty FL, was approved and adopted by the shareholders of Doherty MI, on December 23, 2015, and was approved and adopted by the shareholders of Doherty FL, on December 23, 2015.

ARTICLE II

Pursuant to the Plan of Merger, all issued and outstanding shares of Doherty MI stock will be acquired by means of a merger of Doherty MI into Doherty FL, the surviving corporation (the "Merger"). Thereafter, Doherty II, Inc., a Florida corporation, will be the surviving corporation that hereafter will be known as Doherty, Inc., a Florida corporation.

ARTICLE III

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

ARTICLE IV

Pursuant to §607.1105(1)(b) of the Act, the effective date of the Merger shall be the date of filing of these Articles of Merger with the Florida Department of State; provided, however, that for state and federal income tax purposes, the effective date of the Merger shall be December 31, 2015.

IN WITNESS WHEREOF, the parties have set their hands this 23rd day of December, 2015.

DOHERTY II, INC.,
a Florida corporation

By: G. Doherty
Gregory W. Doherty, President

By: G. Doherty
Gregory W. Doherty, Secretary

DOHERTY, INC.,
a Michigan corporation

By: G. Doherty
Gregory W. Doherty, President

By: G. Doherty
Gregory W. Doherty, Secretary

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EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER
OF
DOHERTY, INC., A MICHIGAN CORPORATION
INTO
DOHERTY II, INC., A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER is made this 23rd day of December, 2015, by and between DOHERTY II, INC., a Florida corporation, (the "Surviving Corporation") and DOHERTY, INC., a Michigan corporation qualified in the State of Florida, (the "Disappearing Corporation") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Board of Directors of the Disappearing Corporation has determined that it is advisable that the Disappearing Corporation be merged into the Surviving Corporation (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

WHEREAS, the Board of Directors of the Surviving Corporation has determined that it is advisable that the Disappearing Corporation be merged into the Surviving Corporation, on the terms and conditions herein set forth; and

WHEREAS, this Merger is being effected pursuant to this Plan and in accordance with Section 607.1101, et seq. of the Florida Business Corporation Act (the "Act") and applicable provisions of the Business Corporation Act of Michigan (the "BCA").

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties hereto agree as follows:

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Date, each share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one-sixth (1/6) share of the Surviving Corporation in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of the Surviving Corporation's stock.

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3. **Satisfaction of Rights of the Disappearing Corporation Shareholders.** All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Fractional Shares.** Fractional shares of the Surviving Corporation's stock will not be issued.

5. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in the Act and BCA. As of the Effective Date, the Surviving Corporation will be known as Doherty, Inc., a Florida corporation.

6. **Supplemental Action.** If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. **Filing with the Florida Department of State, the Michigan Department of Licensing and Regulatory Affairs, Corporations Division, and Effective Date.** Upon execution of this Plan, the Disappearing Corporation and the Surviving Corporation shall cause their respective Presidents and Secretaries to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing of the Articles of Merger with the Florida Department of State; provided, however that for state and federal income tax purposes, the Effective Date shall be December 31, 2015.

8. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with applicable provisions of the Act and BCA.

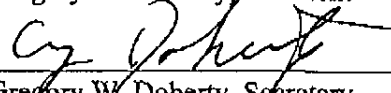
9. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

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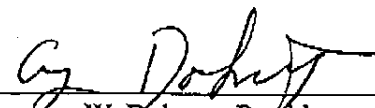
IN WITNESS WHEREOF, the parties have set their hands this 23rd day of December, 2015.

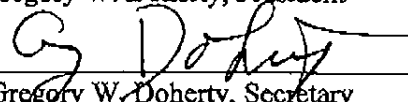
DOHERTY II, INC.,
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By: 
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Gregory W. Doherty, Secretary

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