

10/17/2016

Division of Corporations

P16000032605
Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

HOULE & ASSOCIATES, INC.

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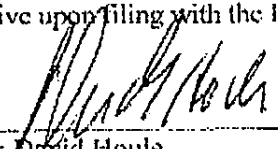
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**ARTICLES OF MERGER
OF
HOULE & ASSOCIATES, INC., a Florida corporation
AND
HOULE & ASSOCIATES, LTD., an Illinois corporation**

Pursuant to the provisions of Section 607.1105 of the Florida For Profit Corporation Act and 805 ILCS 5/Art. 11 of the Illinois Business Corporations Act of 1983, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The name of the surviving corporation is HOULE & ASSOCIATES, INC., a Florida corporation (Document Number F16000032605).
2. The name of the merging corporation is HOULE & ASSOCIATES, LTD. An Illinois corporation.
3. The Plan of Merger was adopted by the shareholders of the surviving corporation on October 11, 2016.
4. The Plan of Merger was adopted by the shareholders of the merging corporation on October 11, 2016.
5. The merger shall be effective upon filing with the Florida Secretary of State.

Dated: October 11, 2016.


By: David Houle
Date: October 11, 2016
Its: Sole Shareholder/Director

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Plan") is made and entered into on October 11, 2016 by and between HOULE & ASSOCIATES, INC., a Florida corporation (hereinafter referred to as "Florida Corporation" and HOULE & ASSOCIATES, LTD., a Illinois corporation, (hereinafter referred to as "Illinois Corporation" and collectively with Florida Corporation, the "Constituent Corporations").

RECITALS

- A. The Florida Corporation is a for profit corporation organized and existing under the laws of the State of Florida pursuant to Articles of Incorporation filed in the Florida Secretary of State's Office on October 11, 2016.
- B. The Illinois Corporation is a for profit corporation organized and existing under the laws of the State of Illinois pursuant to Articles of Incorporation filed in the Illinois Secretary of State's Office on January 24, 1990.
- C. The Director of the Florida Corporation and the Illinois Corporation deem it desirable and in the best business interests of the Constituent Corporations that Illinois Corporation be merged with and into Florida Corporation pursuant to the provisions of Sections 607.1101, et seq., of the Florida Statutes.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. MERGER. Upon the Effective Date (as defined below) of the merger, Illinois Corporation shall merge with and into Florida Corporation, which shall be the surviving corporation.
2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of Illinois Corporation shall cease, and Florida Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Illinois Corporation, without the necessity for any separate transfer. Florida Corporation shall thereafter be responsible and liable for all liabilities and obligations of Illinois Corporation, and neither the rights of creditors nor any liens on the property of Illinois Corporation shall be impaired by the merger.
3. CONVERSION OF SHARES. The manner and basis of converting the shares of Illinois Corporation with and into shares of Florida Corporation is as follows: Each share of Illinois Corporation issued and outstanding on the Effective Date shall be converted into one share of Florida Corporation, which share of Florida Corporation shall thereupon be issued and outstanding. No rights to acquire Illinois Corporation's shares are outstanding.
4. EFFECTIVE DATE. The merger shall be effective upon filing with the Florida Secretary of State (the "Effective Date").

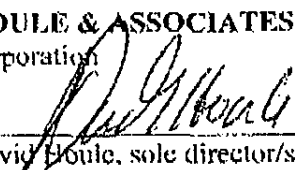
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5. TERMS AND CONDITIONS. On the Effective Date of the merger, the separate existence of Illinois Corporation shall cease, and Florida Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. Florida Corporation shall thereafter be responsible and liable for all liabilities and obligations of Illinois Corporation, and neither the rights of creditors nor any liens on the property of Illinois Corporation shall be impaired by the merger.

6. FURTHER ASSURANCES. If at any time Florida Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in Florida Corporation the title to any property or rights of the constituent corporations, the proper officers and directors of Illinois Corporation shall execute and make all proper assignments and assurances and do all things necessary to vest title in such property in Florida Corporation.

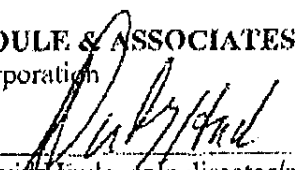
7. COOPERATION. The Constituent Corporations shall cooperate to satisfactorily perform the aforesaid duties and obligations of each and all other things necessary to the consummation of this merger by the Effective Date.

HOULE & ASSOCIATES, INC., a Florida
corporation



David Houle, sole director/shareholder

HOULE & ASSOCIATES, LTD., an Illinois
corporation



David Houle, sole director/shareholder