

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Augur, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	16
Estimated Charge	\$78.75

FILED
2018 AUG 28 AM 7:23
SECRETARY OF STATE
TALLAHASSEE, FL

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FILED**ARTICLES OF MERGER**

2018 AUG 28 AM 7: 23

(Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FL

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)
Augur, Inc.	Florida	P18000051024

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Augur, Inc.	Massachusetts	000521178 (MA Id Number)

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 August 10, 2018

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 August 10, 2018

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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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdiction

Augur, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

NameJurisdiction

Augur, Inc.

Massachusetts

Third: The terms and conditions of the merger are as follows:

This state law merger is being undertaken to effectuate a tax-free reorganization under Code Section 368 of the Internal Revenue Code.

The Articles of Incorporation for Augur, Inc., a Florida for-profit Corporation, in effect as of the Effective Date shall be the Articles of Incorporation of the "Surviving Corporation" and shall continue in full force and effect until further amended in accordance with the provisions provided therein or under applicable provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607, as the same may be amended from time to time.

The Directors and Officers of Augur, Inc., a Florida for-profit Corporation, acting as of the Effective Date, shall continue to serve in such capacities until their successors have been duly elected or appointed and qualified (or until the earlier of their death, resignation or removal).

(See attached Agreement and Plan of Merger for remaining terms of merger)

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
See attached Agreement and Plan of Merger

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**AGREEMENT AND PLAN OF MERGER OF
AUGUR, INC., A FLORIDA CORPORATION
AND
AUGUR, INC., A MASSACHUSETTS CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of June 5, 2018 (the "Agreement") is between Augur, Inc., a Florida corporation ("Augur FL"), and Augur, Inc., a Massachusetts corporation ("Augur MA"). Augur FL and Augur MA are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Augur FL is a corporation duly organized and existing under the laws of the State of Florida and has 100 shares, \$0.01 par value, of authorized capital stock of which 100 are designated "Common Stock". As of June 18, 2018, 10 shares of Common Stock are issued and outstanding, all of which are held by Kathleen P. Frank.

B. Augur MA is a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts and has 100 shares, \$0.01 par value, of authorized capital stock of which 100 shares are designated "Common Stock". As of June 18, 2018, 100 shares of Common Stock are issued and outstanding, all of which are held by Kathleen P. Frank.

C. The Board of Directors of Augur MA has determined that, for the purpose of effecting the reincorporation of Augur MA in the State of Florida, it is advisable and in the best interests of Augur MA and its shareholders that Augur MA merge with and into Augur FL upon the terms and conditions herein provided.

D. The respective Boards of Directors of Augur FL and Augur MA have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective shareholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Augur FL and Augur MA hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

**ARTICLE I
MERGER**

1.1 **Merger.** In accordance with the provisions of this Agreement, the Florida Business Corporation Act and the Massachusetts Business Corporation Act, Augur MA shall be merged with and into Augur FL (the "Merger"), the separate existence of Augur MA shall cease and Augur FL shall survive the Merger and shall continue to be governed by the laws of the State of Florida, and Augur FL shall be, and is herein sometimes referred to as, the "Surviving Corporation", and the name of the Surviving Corporation shall be Augur, Inc.

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1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the shareholders of each Constituent Corporation in accordance with the requirements of the Florida Business Corporation Act and the Massachusetts Business Corporation Act;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and

(c) Executed Articles of Merger or an executed, acknowledged and certified counterpart of this Agreement meeting the requirements of the Florida Business Corporation Act shall have been filed with the Secretary of State of the State of Florida.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Augur MA shall cease and Augur FL, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Augur MA's Boards of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Augur MA and shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, in the manner as more fully set forth in Florida Statutes §607.1106, and (iv) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Augur MA in the same manner as if Augur FL had itself incurred them, all as more fully provided under the applicable provisions of the Florida Business Corporation Act and the Massachusetts Business Corporation Act.

ARTICLE II CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. Upon the effectiveness of the Merger, the Articles of Incorporation of Augur FL as in effect immediately prior to the effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Augur FL as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Augur FL immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected and qualified or until as otherwise provided

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by law, or the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

ARTICLE III MANNER OF CONVERSION OF SECURITIES

3.1 Augur MA Common Stock. Upon the Effective Date of the Merger, each ten (10) shares of Augur MA Common Stock, \$0.01 par value, outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be changed and converted into and exchanged for one (1) fully paid and nonassessable share of Common Stock, \$0.01 par value, respectively, of the Surviving Corporation.

3.2 Fractional Shares. No fractional shares shall be issued by the Surviving Corporation upon the conversion of any share of Common Stock of Augur MA into Common Stock of the Surviving Corporation.

3.3 Augur FL Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, \$0.01 par value, of Augur FL issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Augur FL, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.4 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Augur MA Common Stock may, at such shareholder's option, surrender the same for cancellation to the transfer agent and registrar for the Common Stock of the Surviving Corporation, as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the appropriate class and series of the Surviving Corporation's capital stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Augur MA capital stock shall be deemed for all purposes to represent the number of whole shares of the appropriate class and series of the Surviving Corporation's capital stock into which such shares of Augur MA capital stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any shares of stock represented by such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of capital stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing capital stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Augur MA so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

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If any certificate for shares of Augur FL stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to Augur FL or the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of Augur FL that such tax has been paid or is not payable.

ARTICLE IV GENERAL PROVISIONS

4.1 Covenants of Augur FL. Augur FL covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) File any and all documents with the appropriate taxing authorities necessary for the assumption by Augur FL of all of the franchise tax liabilities of Augur MA; and

(b) Take such other actions as may be required by the Florida Business Corporation Act.

4.2 Further Assurances. From time to time, as and when required by Augur FL or by its successors or assigns, there shall be executed and delivered on behalf of Augur MA such deeds and other instruments, and there shall be taken or caused to be taken by Augur FL and Augur MA such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Augur FL the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Augur MA and otherwise to carry out the purposes of this Agreement, and the officers and directors of Augur FL are fully authorized in the name and on behalf of Augur MA or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the filing of this Agreement with the Secretary of State of the State of Florida, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Augur MA or Augur FL, or both, notwithstanding the approval of this Agreement by the shareholders of Augur MA or by the sole stockholder of Augur FL, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretaries of State of the Commonwealth of Massachusetts and State of Florida, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders

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of any class of shares or series thereof of such Constituent Corporation, or (3) alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger.

4.5 Registered Office and Agent. The registered office of the Surviving Corporation in the State of Florida is located at 5700 NE Island Cove Way, Suite 4305, Stuart, Florida 34996, County of Martin, and Kathleen P. Frank is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 5700 NE Island Cove Way, Suite 4305, Stuart, Florida 34996 and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act and the Massachusetts Business Corporation Act.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by resolutions of the Boards of Directors of Augur FL and Augur MA, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

AUGUR, INC., a Florida corporation

AUGUR, INC., a Massachusetts corporation

By: Kathleen P. Frank
Kathleen P. Frank, President

By: Kathleen P. Frank
Kathleen P. Frank, President and Secretary

By: A. Peter Frank
A. Peter Frank, Vice President

By: A. Peter Frank
A. Peter Frank, Treasurer

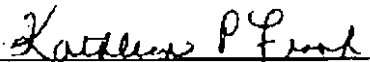
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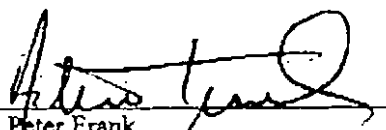
**OFFICERS CERTIFICATE
OF
AUGUR, INC., A FLORIDA CORPORATION**

Kathleen P. Frank and A. Peter Frank certify that:

1. They are the President and Vice President, respectively, of Augur, Inc., a corporation organized under the laws of the State of Florida.
2. The corporation has authorized one class of stock, designated "Common Stock".
3. There are 10 shares of Common Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "Merger Agreement").
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of 100% of the outstanding shares of Common Stock of the Corporation.
5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of shares of Common Stock outstanding as of June 18, 2018.
6. The undersigned further declare under penalty of perjury under the laws of the State of Florida that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.


Kathleen P. Frank
President

Dated: 8-10-18


A. Peter Frank
Vice President

Dated: 8/10/18

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**WRITTEN ACTION WITHOUT MEETING OF
AUGUR, INC., A FLORIDA CORPORATION**

The undersigned, KATHLEEN P. FRANK and A. PETER FRANK, being all of the members of the Board of Directors (the "Board") of AUGUR, INC., a Florida Corporation (the "Corporation"), hereby take the following action in lieu of meeting pursuant to Florida Statutes §607.0821, and state as follows:

WHEREAS, Augur, Inc., a Massachusetts Corporation ("Augur MA") was duly formed under the laws of the Commonwealth of Massachusetts on January 1, 1996 and remains in good standing with the Commonwealth of Massachusetts; and

WHEREAS, the Corporation was duly formed under the laws of the State of Florida on June 5, 2018, and remains in good standing with the State of Florida; and

WHEREAS, the Board has deemed it advisable for the benefit of its shareholders that Augur MA be merged into the Corporation; and

WHEREAS, the Board has reviewed the proposed Agreement and Plan of Merger by and between Augur MA and the Corporation (the "Plan") and approves of the Plan; be it

RESOLVED, that the Board hereby adopts the Plan, pursuant to Florida Statutes §607.1101; and be it further

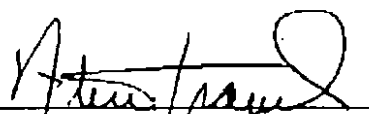
RESOLVED, that the Board recommends the Plan to the shareholders of the Corporation for approval, pursuant to Florida Statutes §607.1103; and be it further

RESOLVED, that the Board directs the officers of the Corporation to take all reasonable and necessary action to carry out the foregoing resolutions and to set and notice a meeting of the shareholders consistent with the foregoing and to file this written consent with the records of meetings of the Board and the Corporation.

This Written Action Without Meeting may be executed in one or more counterparts, each of which shall be an original but all of which shall be deemed one and the same instrument.


Kathleen P. Frank, Director

Dated: 8-10-18


A. Peter Frank, Director

Dated: 8/10/18

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**SHAREHOLDER WRITTEN ACTION WITHOUT MEETING OF
AUGUR, INC., A FLORIDA CORPORATION**

The undersigned, KATHLEEN P. FRANK, being the sole shareholder of AUGUR, INC., a Florida Corporation (the "Corporation"), hereby takes the following action in lieu of meeting pursuant to Florida Statutes §607.0704, and states as follows:

WHEREAS, the Board of Directors of the Corporation (the "Board") has adopted the Plan of Merger by and between Augur, Inc., a Massachusetts Corporation ("Augur MA") and the Corporation (the "Plan"), a copy of which is attached hereto; and

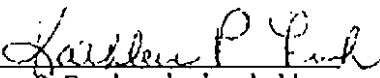
WHEREAS, the Board has recommended that the shareholders of the Corporation approve the plan; and

WHEREAS, the undersigned sole shareholder has reviewed the Plan and agrees with and accepts the recommendation of the Board; be it

RESOLVED, that the sole shareholder hereby adopts the Plan, pursuant to Florida Statutes §607.1103(5); and be it further

RESOLVED, that the sole shareholder authorizes the Board to file Articles of Merger with the Secretary of State for the State of Florida at its earliest convenience to effectuate the Merger; and be it further

RESOLVED, that the sole shareholder authorizes the officers of the Corporation to take all reasonable and necessary action to carry out the foregoing resolutions and to file this written consent with the records of meetings of the shareholders and the Corporation.


Kathleen P. Frank, sole shareholder

Dated: 8-10-18

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**OFFICERS CERTIFICATE
OF
AUGUR, INC., A MASSACHUSETTS CORPORATION**

Kathleen P. Frank and A. Peter Frank certify that:

1. They are the President, Secretary and Treasurer, respectively, of Augur, Inc., a corporation organized under the laws of the Commonwealth of Massachusetts.
2. The corporation has authorized one class of stock, designated "Common Stock".
3. There are 100 shares of Common Stock issued and outstanding as of June 18, 2018, the Filing Date for the Agreement and Plan of Merger attached hereto (the "Merger Agreement"). All shares of Common Stock are entitled to vote on the merger.
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class of stock that equaled or exceeded the vote required.
5. The percentage vote required was greater than 50% of the votes entitled to be cast by holders of shares of Common Stock outstanding as of June 18, 2018.
6. The undersigned further declare under penalty of perjury under the laws of the Commonwealth of Massachusetts that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.

Kathleen P. Frank
Kathleen P. Frank
President and Secretary

Dated: 8-10-18

A. Peter Frank
A. Peter Frank
Treasurer

Dated: 8/10/18

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**WRITTEN ACTION WITHOUT MEETING OF
AUGUR, INC., A MASSACHUSETTS CORPORATION**

The undersigned, KATHLEEN P. FRANK and A. PETER FRANK, being all of the members of the Board of Directors (the "Board") of AUGUR, INC., a Massachusetts Corporation (the "Corporation"), hereby take the following action in lieu of meeting pursuant to Mass. Gen. Laws Chapter 156D, §8.21, and state as follows:

WHEREAS, the Corporation was duly formed under the laws of the Commonwealth of Massachusetts January 1, 1996 and remains in good standing with the Commonwealth of Massachusetts; and

WHEREAS, Augur, Inc., a Florida Corporation ("Augur FL") was duly formed under the laws of the State of Florida on June 5, 2018, and remains in good standing with the State of Florida; and

WHEREAS, the Board has deemed it advisable for the benefit of its shareholders that the Corporation be merged into Augur FL; and

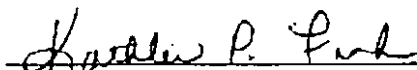
WHEREAS, the Board has reviewed the proposed Agreement and Plan of Merger by and between the Corporation and Augur FL (the "Plan") and approves of the Plan; be it

RESOLVED, that the Board hereby adopts the Plan, consistent with Mass. Gen. Laws Chapter 156D, §11.04(1); and be it further

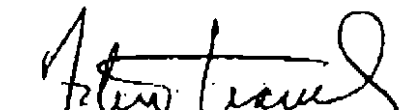
RESOLVED, that the Board submits the Plan to the shareholders of the Corporation for approval, consistent with Mass. Gen. Laws Chapter 156D, §11.04(2); and be it further

RESOLVED, that the Board directs the officers of the Corporation to take all reasonable and necessary action to carry out the foregoing resolutions and to set and notice a meeting of the shareholders consistent with the foregoing and to file this written consent with the records of meetings of the Board and the Corporation.

This Written Action Without Meeting may be executed in one or more counterparts, each of which shall be an original but all of which shall be deemed one and the same instrument.


Kathleen P. Frank, Director

Dated: 8-10-18


A. Peter Frank, Director

Dated: 8/10/18

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**SHAREHOLDER WRITTEN ACTION WITHOUT MEETING OF
AUGUR, INC., A MASSACHUSETTS CORPORATION**

The undersigned, KATHLEEN P. FRANK, being the sole shareholder of AUGUR, INC., a Massachusetts Corporation (the "Corporation"), hereby takes the following action in lieu of meeting pursuant to Mass. Gen. Laws Chapter 156D, §7:04, and states as follows:

WHEREAS, the Board of Directors of the Corporation (the "Board") has adopted the Plan of Merger by and between Augur, Inc., a Florida Corporation ("Augur FL") and the Corporation (the "Plan"), a copy of which is attached hereto; and

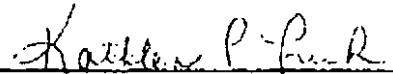
WHEREAS, the Board has recommended that the shareholders of the Corporation approve the plan; and

WHEREAS, the undersigned sole shareholder has reviewed the Plan and, consistent with Mass. Gen. Laws Chapter 156D, §11.04(4), has been provided a copy of the Articles of Incorporation for Augur FL, and agrees with and accepts the recommendation of the Board; be it

RESOLVED, that the sole shareholder hereby adopts the Plan, pursuant to Mass. Gen. Laws Chapter 156D, §11.04(5); and be it further

RESOLVED, that the sole shareholder authorizes the Board to ratify, consent to, and/or take any and all actions necessary to effectuate the Merger; and be it further

RESOLVED, that the sole shareholder authorizes the officers of the Corporation to take all reasonable and necessary action to carry out the foregoing resolutions and to file this written consent with the records of meetings of the shareholders and the Corporation.


Kathleen P. Frank, sole shareholder

Dated: 8-10-18

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