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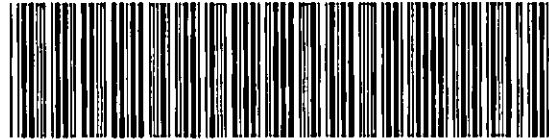
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SEP 21 2018  
S. YOUNG

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18 SEP 20 PM 4:17  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** STANDARD LEASING, INC.

\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

JILL E. LANSDEN, ESQ.

\_\_\_\_\_  
Contact Person

LAMP BARTRAM LEVY TRAUTWEIN & PERRY, PLLC

\_\_\_\_\_  
Firm/Company

720 FOURTH AVENUE

\_\_\_\_\_  
Address

HUNTINGTON, WV 25701

\_\_\_\_\_  
City/State and Zip Code

jlandsden@lbtlplaw.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JILL E. LANSDEN

\_\_\_\_\_  
Name of Contact Person

At ( 304 ) 523-5400

\_\_\_\_\_  
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 MERGER  
OF  
STANDARD LEASING, INC.  
a West Virginia corporation

INTO

STANDARD LEASING, INC.  
a Florida corporation

-P18000070448

FILED  
18 SEP 20 PM 4:17  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes § 607.1105 and West Virginia Code § 31D-11-1106, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the parties to the Agreement and Plan Merger are:

- A Standard Leasing, Inc.  
a West Virginia corporation
- B Standard Leasing, Inc.  
a Florida corporation

SECOND: The merger reflected herein shall become effective at the time and on the date that the Articles of Merger shall have been filed in, and accepted by the Florida Department of State, and the Articles of Merger shall have been filed in and accepted by the Office of the Secretary of State of West Virginia.

THIRD: Standard Leasing, Inc., a Florida corporation, shall be the "surviving corporation." Its Articles of Incorporation, as they exist are on file with the Florida Department of State immediately prior to the filing of these Articles of Merger with the office of the Florida Department of State, shall be the Articles of Incorporation of the surviving corporation.

FOURTH: The following Agreement and Plan of Merger was duly approved by the Board of Directors of each of the undersigned corporations and by unanimous written consent of the shareholders of each of the undersigned corporations pursuant to Florida Statutes § 607.0704 and West Virginia Code § 31-D-7-704, in the manner prescribed by Florida Statutes § 607.1101 and West Virginia Code § 31D-11-1102 on August 30, 2018.

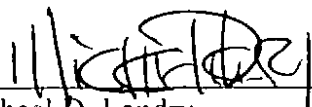
The Agreement and Plan of Merger is attached as Exhibit A.

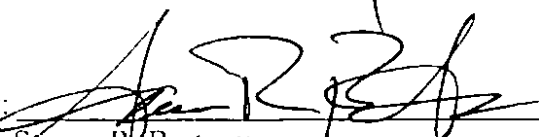
FIFTH: The Agreement and Plan of Merger and the performance of its terms were duly approved by (i) the Shareholders and Directors of Standard Leasing, Inc., a Florida corporation.

and all action has been taken as required by the Florida Business Corporation Act, including Florida Statutes § 607.1103, and its Articles of Incorporation, and (ii) the Shareholders and Directors of Standard Leasing, Inc., a West Virginia corporation, and all action has been taken as required by the West Business Corporation Act, including West Virginia Code § 31D-11-1104, and its Articles of Incorporation.

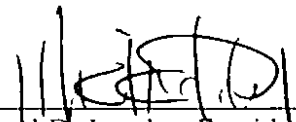
Dated: August 30, 2018.

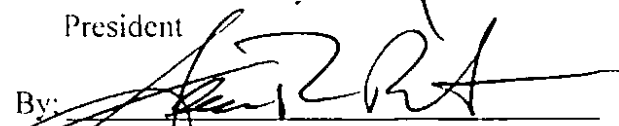
STANDARD LEASING, INC., a  
West Virginia corporation.

By:   
Michael D. Landry  
President

By:   
Steven R. Bartram  
Secretary

STANDARD LEASING, INC., a Florida  
corporation.

By:   
Michael D. Landry, President  
President

By:   
Steven R. Bartram  
Secretary

**PREPARED BY:**

Jill E. Lansden, Esquire  
Lamp, Bartram, Levy, Trautwein & Perry, PLLC  
720 Fourth Avenue  
Post Office Box 2488  
Huntington, WV 25725

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated August 30, 2018, between STANDARD LEASING, INC., a Florida corporation (hereinafter sometimes called the "Florida Corporation"), and STANDARD LEASING, INC., a West Virginia corporation (hereinafter sometimes called the "West Virginia Corporation"), with the Florida Corporation and the West Virginia Corporation being hereinafter sometimes collectively called the "Constituent Corporations".

### WITNESSETH:

WHEREAS, the Florida Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4521 PGA Boulevard #352, Palm Beach Gardens, Florida 33418; and

WHEREAS, the West Virginia Corporation is a corporation organized and existing under the laws of the State of West Virginia, with its principal office at 5 Nichols Drive, Barboursville, West Virginia 25504; and

WHEREAS, the authorized capital stock of the Florida Corporation consists of five thousand (5,000) shares of common stock, par value \$1.00 per share (the "Florida Corporation Common Stock"), of which two hundred (200) shares are issued and outstanding and four thousand eight hundred (4,800) shares are authorized but unissued; and

WHEREAS, the authorized capital stock of the West Virginia Corporation consists of five thousand (5,000) shares of common stock, par value \$1.00 (the "West Virginia Corporation Common Stock"), two thousand five hundred (2,500) shares of which are issued and outstanding two thousand five hundred (2,500) shares are authorized but unissued, and no shares of which are held in the treasury of West Virginia Corporation; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem the Merger to be desirable and in the best interests of each of the Constituent Corporations and their respective shareholders have unanimously approved this Agreement and Plan of Merger ("Plan") by resolutions duly adopted;

WHEREAS, the Board of Directors of the West Virginia Corporation has directed that the Plan be submitted to a vote of its shareholders entitled to vote thereon for consideration and action with respect thereto and the Board of Directors of the West Virginia Corporation has recommended to the shareholders that they approve the Plan; and

WHEREAS, the Board of Directors of the Florida Corporation has directed that the Plan be submitted to a vote of its shareholders entitled to vote thereon for consideration and action with respect thereto and the Board of Directors of the Florida Corporation has recommended to the shareholders that they approve the Plan; and

WHEREAS, all of the shareholders of the West Virginia Corporation have unanimously approved this Plan by resolution duly adopted; and

WHEREAS, all of the shareholders of the Florida Corporation have unanimously approved

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this Plan by resolution duly adopted.

NOW, THEREFORE, for and in consideration of the premises and of the mutual promises, stipulations, agreements, covenants and conditions herein contained, and for the purpose of stating the terms and conditions of the Merger, the mode of carrying the same into effect, the manner of converting the shares of West Virginia Corporation Common Stock issued and outstanding immediately prior to the Effective Time (as hereafter defined) of the Merger into Florida Corporation Common Stock (as hereafter defined), and such other details and provisions as are deemed desirable and in accordance with the applicable provisions of the Florida Business Corporation Act and the West Virginia Business Corporation Act, the parties hereto agree as follows, intending to be legally bound hereby:

## **1. MERGER EFFECTIVE TIME AND DATE**

At the Effective Time, as defined below, on the Effective Date, as defined below, the West Virginia Corporation shall be merged with and into the Florida Corporation, with the Florida Corporation (hereinafter sometimes called the "Surviving Corporation") as the surviving corporation of the merger. Subject to and consistent with the terms and conditions herein provided, Articles of Merger prepared in accordance with this Plan and in accordance with the provisions of the Florida Business Corporation Act and the Articles of Merger prepared in accordance with this Plan and in accordance with the provisions of the Business Corporation Act of the State of West Virginia shall be executed and filed with the Florida Department of State and with the Secretary of State of the State of West Virginia respectively. Following the Effective Time of the merger, the corporate existence of the West Virginia Corporation shall cease and the corporate existence of the Florida Corporation shall continue unaffected and unimpaired. As the Surviving Corporation of the merger, the Florida Corporation shall continue to be a corporation governed by the laws of the State of Florida.

The merger contemplated hereby shall become effective at the time (the "Effective Time") and on the date (the "Effective Date") that the Articles of Merger shall have been filed in, and accepted by, the Florida Department of State, and the Articles of Merger shall have been filed in, and accepted by, the Office of the Secretary of State of West Virginia.

## **2. ARTICLES OF INCORPORATION**

At the Effective Time, the Articles of Incorporation of the Florida Corporation shall be the Articles of Incorporation of the Surviving Corporation. Said Articles of Incorporation shall be and remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

## **3. BYLAWS**

At the Effective Time, the Bylaws of the Florida Corporation shall be the Bylaws of the Surviving Corporation. Said Bylaws shall be and remain the Bylaws of the Surviving Corporation until amended in accordance with applicable law.

#### 4. BOARD OF DIRECTORS AND OFFICERS

The directors of the Surviving Corporation from and after the Effective Time, and until the earlier of their respective death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be, shall be the directors of the Florida Corporation serving as such immediately prior to the Effective Time. The officers of the Surviving Corporation from and after the Effective Time, and until the earlier of their respective death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be, shall be the officers of the Florida Corporation serving as such immediately prior to the Effective Time.

#### 5. MANNER OF CONVERTING AND EXCHANGING SHARES

5.1 The manner of converting and exchanging the West Virginia Corporation Common Stock shall be as follows:

5.1.1 Each share of West Virginia Corporation Common Stock issued and outstanding (the total of which shall not exceed two thousand five hundred (2,500) shares) on the Effective Date (including shares subject to restrictions as to transfer or otherwise, but excluding West Virginia Corporation Common Stock held in the treasury of the West Virginia Corporation) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one (1) share of common stock, par value \$1.00 per share, of the Florida Corporation Common Stock (the "Merger Consideration") duly and validly issued and fully paid and non-assessable as follows:

<u>Name</u>	<u>No. of Florida Corporation Common Stock Shares</u>
Robert L. Shell, III	1275
P. Todd Shell	875
Lena Shell	225
Michael D. Landry	100
RT Holdings, LLC	<u>25</u>
TOTAL	2,500

5.1.2 The Merger Consideration shall be payable at the Closing and upon surrender of the certificates for the West Virginia Corporation Common Stock.

## **6. SURRENDER OF CERTIFICATES FOR MERGER CONSIDERATION**

From and after the Effective Time, each holder of certificates representing shares of West Virginia Corporation Common Stock converted by virtue of the Merger into the right to receive the Merger Consideration, upon surrender of such certificates to the Florida Corporation, shall be entitled forthwith to receive in exchange therefor the Merger Consideration to which such holder is entitled pursuant to the terms of this Plan of Merger.

From and after the Effective Time, each certificate which, prior to the Effective Time, represented outstanding West Virginia Corporation Common Stock, shall evidence only the right to receive the Merger Consideration on the basis set forth in Article 5 hereof. The aforesaid conversion shall be complete and effective at the Effective Time without regard to the date or dates upon which outstanding certificates of West Virginia Corporation Common Stock are surrendered for such Merger Consideration.

## **7. RIGHTS AND OBLIGATIONS**

At the Effective Time of the Merger, the separate existence of the West Virginia Corporation shall cease and in accordance with the terms of this Agreement and Plan of Merger, the Surviving Corporation shall possess and be vested with all of the rights, privileges, franchises, immunities and powers and all property (real, personal or mixed) of the West Virginia Corporation, debts due to the West Virginia Corporation, choses in action and all other things belonging to the West Virginia Corporation, and the Surviving Corporation shall be subject to all of the restrictions, liabilities, disabilities and duties of the West Virginia Corporation.

The identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The Merger shall otherwise have the effects set forth in the Florida Business Corporation Act and the Business Corporations Act of the State of West Virginia.

## **8. ACTIONS TO BE TAKEN.**

The West Virginia Corporation shareholders shall tender their certificate of the West Virginia Corporation's stock to the Exchange Agent solely in exchange for the Merger Consideration. In furtherance of the foregoing, this Plan intends that:

A. The shareholders of the West Virginia Corporation shall exchange all of their West Virginia Corporation stock for an equal number of Florida Corporation shares of the same class.

B. The West Virginia Corporation shall be and become merged into the Florida Corporation.

## **9. MULTIPLE COUNTERPARTS; TITLES**

For the convenience of the parties hereto and to facilitate the required filing of documents, any number of counterparts of this Agreement and Plan of Merger may be executed, and each such counterpart shall be deemed to be an original instrument.

The titles of the Articles of this Agreement and Plan of Merger are inserted for convenience of reference and shall not affect the meaning of the terms hereof.

## **10. ABANDONMENT OF MERGER**

Notwithstanding the approval of this Agreement and Plan of Merger by the shareholders of either or both of the Constituent Corporations, this Agreement and Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger by action of the Board of Directors of Standard Leasing, Inc., a Florida Corporation, and the Board of Directors of Standard Leasing, Inc., a West Virginia Corporation.

## **11. AMENDMENTS**

Prior to the filing of Articles of Merger with the Office of the Florida Department of State Division of Corporations, the Boards of Directors of each of the Constituent Corporations may amend this Agreement and Plan of Merger, except that any amendment made subsequent to the adoption of the Plan by the shareholders of any Constituent Corporation shall not change:

11.1 The amount or kind of shares or other securities, interests, obligations, rights to acquire shares or other securities, cash, or other property to be received in exchange for or on conversion of all or any of the shares of the Constituent Corporation;

11.2 Any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger; or

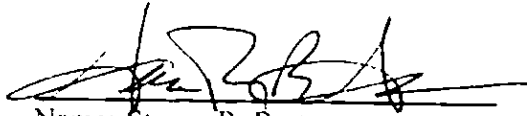
11.3 Any of the terms and conditions of this Agreement and Plan of Merger if the change would materially and adversely affect the holders of any shares of the Constituent Corporations.

## **12. APPROVAL**

By executing this Agreement, the President of each party is acknowledging, and the Secretary of each party is certifying, that the shareholders approved this Agreement as required by West Virginia Code § 31D-11-1104 and Florida Statutes § 607.1103.

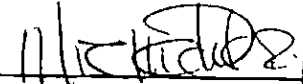
IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be signed by a duly authorized officer attested by the signature of its Secretary or an Assistant Secretary, all as of the day and year first above written.

**ATTEST AND CERTIFIED:**



Name: Steven R. Bartram  
Title: Secretary

**STANDARD LEASING INC.**  
a Florida corporation.


By:   
Name: Michael D. Landry  
Title: President

**ATTEST AND CERTIFIED:**



Name: Steven R. Bartram  
Title: Secretary

**STANDARD LEASING, INC.**  
a West Virginia corporation.

By:   
Name: Michael D. Landry  
Title: President

**PREPARED BY:**

Jill E. Lansden, Esq.  
Lamp, Bartram, Levy, Trautwein & Perry, PLLC  
720 Fourth Avenue  
Post Office Box 2488  
Huntington, WV 25725