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*Sherry
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CAPITAL PARTNERS FL 2, INC.

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Merger

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MERGER OR SHARE EXCHANGE
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FLORIDA
ARTICLES OF MERGER

of

CAPITAL PARTNERS, INCORPORATED
a Maryland corporation
("Merging Corporation")

into

CAPITAL PARTNERS FL 2, INC.
a Florida corporation
("Surviving Corporation")

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

1. The name and jurisdiction of the **Surviving** Corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Capital Partners FL 2, Inc.	Florida	<u>P19000093948</u>

2. The name and jurisdiction of the **Merging** Corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Capital Partners, Incorporated	Maryland	D02676799

3. The Plan of Merger is attached.

4. The merger shall become effective as of the close of business on December 31, 2019.

5. The Plan of Merger was adopted by the shareholders of the **Surviving** Corporation on December 15, 2019, effective as of the close of business on December 31, 2019.


6. The Plan of Merger was adopted by the shareholders of the Merging Corporation on December 19, 2019, effective as of the close of business on December 31, 2019.

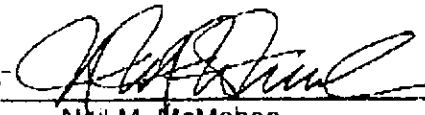
Surviving Corporation:

CAPITAL PARTNERS FL 2, INC.

Merging Corporation:

CAPITAL PARTNERS, INCORPORATED

By 
Neil M. McMahon
Its: President
Date: 12/19/19

By 
Neil M. McMahon
Its: Managing Director and President
Date: 12/19/19

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PLAN OF MERGER

of

CAPITAL PARTNERS, INCORPORATED
(a Maryland corporation)

into

CAPITAL PARTNERS FL 2, INC.
(a Florida corporation)

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:

Name:Jurisdiction:

CAPITAL PARTNERS FL 2, INC.

Florida

Second: The name and jurisdiction of the merging corporation:

Name:Jurisdiction:

CAPITAL PARTNERS, INCORPORATED

Maryland

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

- a. The purposes, the registered agent, the address of the registered office, number of directors and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation and/or the most recent Uniform Business Report of the Surviving Corporation as on file with the office of the Department of State of Florida as of the effective date of this agreement (the "Effective Date", defined below).
- b. The Articles of Incorporation and By-Laws of the Surviving Corporation in effect on the Effective Date shall be the Articles of Incorporation and By-Laws of the Surviving Corporation until they shall be altered, amended or repealed.
- c. The persons who, on the Effective Date, constitute the Board of Directors of the Surviving Corporation shall be the persons constituting the Board of

Directors of the Surviving Corporation.

- d. The persons who, on the Effective Date, constitute the officers of the Surviving Corporation shall be the persons constituting the officers of the Surviving Corporation.
- e. When this agreement is approved and filed, the separate existence of the Merging Corporation shall cease, the Merging Corporation shall be merged into the Surviving Corporation, and the Surviving Corporation shall continue unaffected and unimpaired by the merger and shall possess all of the rights and privileges and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged. The title to any real estate, whether vested by deed or otherwise in the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens on the property of the constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the constituent corporations shall then attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

Fourth: The manner and basis of converting and exchanging shares of stock of the constituent corporations shall be as follows:

- a. On the Effective Date, each share of common stock of the Merging Corporation issued and outstanding immediately before the Effective Date, by virtue of the merger and without any action on the part of the holder of shares of such stock, shall be converted into and exchanged for one (1) share of the Surviving Corporation common stock.
- b. Each issued and outstanding share of the Surviving Corporation common stock shall continue as one share of common stock of the Surviving Corporation.
- c. All shares of the Surviving Corporation stock for and into which shares of the Merging Corporation stock shall have been converted and exchanged pursuant to this agreement shall be deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged shares.
- d. The Merging Corporation and the Surviving Corporation shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida and State of Maryland in connection with the contemplated merger.

- e. Upon the Effective Date, the transfer books of the Merging Corporation shall be closed and no transfer of shares of the Merging Corporation stock shall be made or consummated thereafter.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations, the Merging Corporation and the Surviving Corporation acting through their duly authorized officers, have signed this Plan of Merger which is effective as of the close of business on December 31, 2019 (the "Effective Date").

Surviving Corporation:

CAPITAL PARTNERS FL 2, INC.

By


Neil M. McMahon

Its: President

Date: 12/13/19

Merging Corporation:

CAPITAL PARTNERS, INCORPORATED

By


Neil M. McMahon

Its: Managing Director and President

Date: 12/13/19

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