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**MERGER OR SHARE EXCHANGE
HMM, INC.**

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**ARTICLES OF MERGER
OF
IHH SUNTREE HOLDINGS, INC.
INTO
HMM, INC.**

ARTICLES OF MERGER between IHH Suntree Holdings, Inc., a Florida corporation (Document Number P94000036351), and HMM, Inc., a Florida corporation (Document Number P92000015301).

Pursuant to Section 607.1105, Florida Statutes, IHH Suntree Holdings, Inc. and HMM, Inc., adopt the following Articles of Merger.

ARTICLE I

The Agreement and Plan of Merger dated January 7, 2016, (the "Plan of Merger") between IHH Suntree Holdings, Inc. and HMM, Inc. was approved and adopted by the shareholders and directors of IHH Suntree Holdings, Inc. on January 7, 2016 in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, and was approved and adopted by the shareholders and directors of HMM, Inc. on January 7, 2016, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

ARTICLE II

Pursuant to the Plan of Merger, all issued and outstanding shares of IHH Suntree Holdings, Inc. stock will be acquired by means of a merger of IHH Suntree Holdings, Inc. into HMM, Inc., the surviving entity (the "Merger").

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 Section 607.1109(1)(f) of the Florida Statutes, the effective date of the Merger shall be the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, the parties have set their hands this

7th day of January

2016.

IHH Suntree Holdings, Inc.

HMM, Inc.

By:

Myra K. Haley
Myra K. Haley, President

By:

Myra K. Haley
Myra K. Haley, President

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EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER
OF
IHH SUNTREE HOLDINGS, INC.
INTO
HMM, INC.**

THIS AGREEMENT AND PLAN OF MERGER is made this 7th day of January, 2016, by and between HMM, Inc., a Florida corporation (the "Surviving Entity") and IHH Suntree Holdings, Inc., a Florida corporation, (the "Disappearing Entity") (collectively the "Constituent Entities").

WITNESSETH:

WHEREAS, the Shareholders and the Board of Directors of the Disappearing Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity (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 Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity, 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 of the Florida Statutes.

WHEREAS, it is the intent that this transaction comply with the requirements of Income Tax Regulation 1.1361-1(j)(8).

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 Entity, 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 Entity from and after the Effective Date until further amended as permitted by law.

2. **Conversion of Shares.** Upon the Effective Date, each share of the Disappearing Entity's common stock that shall be issued and outstanding at that time shall without more be exchanged for one (1) share of common stock of the Surviving Entity in accordance with this Plan. Each share of the Surviving Entity that is issued and outstanding on the Effective Date shall continue as an outstanding share of the Surviving Entity.

3. **Satisfaction of Rights of the Disappearing Entity's Shareholders.** All shares of the Surviving Entity into which shares of the Disappearing Entity'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.

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4. **Federal Income Tax Matters.** All of the assets comprising the Disappearing Entity shall be merged into the Surviving Entity and it is recognized that the substance of this transaction is a merger for federal income tax purposes due to the fact that the Disappearing Entity is an S Corporation for federal income tax purposes and the Surviving Entity, into which it is being merged, is an S Corporation for federal income tax purposes.

5. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Entity shall cease, and the Surviving Entity shall be fully vested in the Disappearing Entity's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1101 of the Florida Statutes.

6. **Supplemental Action.** If at any time after the Effective Date the Surviving Entity 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 Entity or the Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Entity, 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 Entity, or to otherwise carry out the provisions of this Plan.

7. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Entity and the Surviving Entity shall cause their respective authorized representatives 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 Entity to the Florida Department of State. In accordance with Section 607.1109(1)(f) of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing of the Articles of Merger.

8. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of the Disappearing Entity and the Board of Managers of the Surviving Entity, notwithstanding favorable action by the shareholders of the Disappearing Entity and the members of the Surviving Entity.

IN WITNESS WHEREOF, the parties have set their hands this 7th day of January, 2016.

SURVIVING ENTITY:**DISAPPEARING ENTITY:**

HMM, Inc.

IHH Suntree Holdings, Inc.

By: 

Myra K. Haley, President

By: 

Myra K. Haley, President

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