

S07121

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MAY 19 2014
14 MAY 19 PM 1:03

Merger/CC
@ 6.3.14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: POUND INTERNATIONAL CORPORATION (an Oregon corporation)
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Dean N. Alterman

Contact Person

Folawn Alterman & Richardson LLP

Firm/Company

805 SW Broadway, Suite 2750

Address

Portland, Oregon 97205

City/State and Zip Code

dean@FARlawfirm.com

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

For further information concerning this matter, please call:

Dean N. Alterman

Name of Contact Person

At (503)

517-8201

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

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U.S. DISTRICT COURT
14 MAY 19 93 PM 1:23

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

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.)

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Pound International Corporation *



Joanne B. Racklin, Vice President

Pound International Corporation **

Dean N. Alter

Dean N. Alterman, Ass't Secretary

* Florida

** Oregon

PLAN OF MERGER

POUND INTERNATIONAL CORPORATION, a Florida corporation
(Florida document number S07121)

And

POUND INTERNATIONAL CORPORATION, an Oregon corporation
(Oregon entity no. 953366-90)

This Plan of Merger between POUND INTERNATIONAL CORPORATION, a Florida corporation (the "Florida corporation"), and POUND INTERNATIONAL CORPORATION, an Oregon corporation (the "Oregon corporation"), has been approved by the shareholder of the Florida corporation as required by FS 607.1105, and has been approved by the shareholder of the Oregon corporation as required by ORS 60.487.

1. The Florida corporation and the Oregon corporation merge, effective as of February 1, 2014, with the Oregon corporation being the surviving company, as permitted by FS 607.1108 and by ORS 60.481.

2. All shares in the Florida corporation are converted into identical shares in the Oregon corporation, and the shareholders of the Florida corporation will be admitted as shareholders of the Oregon corporation with the same rights and privileges as they enjoyed as members of the Florida corporation.

3. The Oregon corporation adopts as its bylaws the bylaws of the Florida corporation as now in force, with the following changes:

a. All references to the Florida Statutes are replaced with references to the appropriate provisions of Oregon Revised Statutes.

b. All other references to the laws of Florida, or to locations within Florida, are replaced by appropriate references to the laws of Oregon and locations within Oregon.

c. The president may adopt an amendment to the bylaws with the appropriate changes to the statutory and locational references, without further action of the shareholders being required.

d. The Oregon corporation and its shareholders may enter into shareholder

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agreements as provided by ORS 60.265.

POUND INTERNATIONAL CORPORATION, a Florida corporation:

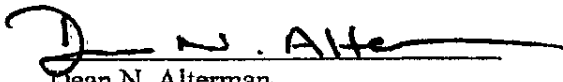
A handwritten signature in black ink, appearing to read 'Joanne B. Rackin', written over a horizontal line.

Joanne B. Rackin

Director

October 1, 2013

POUND INTERNATIONAL CORPORATION, an Oregon corporation:

A handwritten signature in black ink, appearing to read 'Dean N. Alterman', written over a horizontal line.

Dean N. Alterman,

Assistant Secretary

October 1, 2013