

2/23/2018

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MERGER OR SHARE EXCHANGE
CARAVAN CONTRACTORS

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**ACTION BY WRITTEN CONSENT OF
THE DIRECTOR AND SHAREHOLDER
OF
CARAVAN CONTRACTORS, INC., A FLORIDA CORPORATION**

The undersigned, being the sole director (the "Director") of CARAVAN CONTRACTORS, INC., a Florida corporation (the "Corporation"), and the sole shareholder of the Corporation (the "Shareholder"), does hereby acknowledge that the Director and the Shareholder waived notice and the formal convening of a meeting of the Director and the Shareholder, and the Director and the Shareholder does hereby adopt the following recitals and resolutions, and authorize the actions set forth in such resolutions, by written consent effective as of January 1, 2018:

Merger

WHEREAS, the Director and the Shareholder desire to effectuate a merger (the "Merger") pursuant to the Plan of Merger (the "Plan of Merger"), dated as January 1, 2018, by and between the Corporation and CARAVAN INDUSTRIES, INC., a Florida corporation (the "Merged Corporation"), with the Corporation being the Surviving Corporation;

WHEREAS, the Director and the Shareholder have reviewed the Plan of Merger, attached hereto as Exhibit A to this Action by Written Consent;

WHEREAS, the Director and the Shareholder have reviewed the Articles of Merger, attached hereto as Exhibit B to this Action by Written Consent;

WHEREAS, the Director and the Shareholder desire to authorize and approve the Merger pursuant to the Plan of Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Director has determined it to be advisable and in the best interests of the Corporation to enter into and consummate the Merger pursuant to the provisions of the Plan of Merger, and the Director hereby recommends that the Shareholder authorize and approves the Merger, the Articles of Merger and the Plan of Merger;

RESOLVED, that the Shareholder authorizes and approves the Merger, the Articles of Merger and the Plan of Merger;

RESOLVED, that the Corporation's performance of its obligations under the Plan of Merger and the Articles of Merger are hereby authorized and approved;

RESOLVED, that CHARLES P. CARAVANA, as President, is hereby authorized to do and perform all such further actions and things and to sign and execute all such further documents and certificates and to take all such further steps as such officer, in his sole discretion, may deem necessary, advisable, convenient or proper to effectuate the Merger contemplated by the Plan of Merger or to otherwise carry out the intent of the foregoing resolutions;


RESOLVED, that all lawful actions heretofore taken and things done by CHARLES P. CARAVANA, or any other officer of the Corporation, in connection with the consummation of the Merger contemplated by the Plan of Merger, are ratified, approved and adopted:

RESOLVED, that CHARLES P. CARAVANA, or any other officer of the Corporation, is hereby authorized to execute the Plan of Merger and the Articles of Merger in his capacity as an officer of the Corporation.


Further Actions

NOW, THEREFORE, BE IT RESOLVED, that CHARLES P. CARAVANA is authorized to execute all other agreements, instruments and documents and to do and cause to be done all such further acts and things, in the name and on behalf of the Corporation, as he may deem necessary or advisable to effect the matters described in the foregoing resolutions and carry into effect their intent and purpose, and that all actions of such officer so taken in connection with the transactions herein described are ratified, approved and confirmed in all respects.

Sole Director:


CHARLES P. CARAVANA

Sole Shareholder:


CHARLES P. CARAVANA

**ACTION BY WRITTEN CONSENT OF
THE DIRECTOR AND SHAREHOLDER
OF
CARAVAN INDUSTRIES, INC., A FLORIDA CORPORATION**

The undersigned, being the sole director (the "Director") of CARAVAN INDUSTRIES, INC., a Florida corporation (the "Corporation"), and the sole shareholder of the Corporation (the "Shareholder"), does hereby acknowledge that the Director and the Shareholder waived notice and the formal convening of a meeting of the Director and the Shareholder, and the Director and the Shareholder does hereby adopt the following recitals and resolutions, and authorize the actions set forth in such resolutions, by written consent effective as of January 1, 2018:

Merger

WHEREAS, the Director and the Shareholder desire to effectuate a merger (the "Merger") pursuant to the Plan of Merger (the "Plan of Merger"), dated as January 1, 2018, by and between the Corporation and CARAVAN CONTRACTORS, INC., a Florida corporation (the "Surviving Corporation"), with the Corporation being the Merged Corporation;

WHEREAS, the Director and the Shareholder have reviewed the Plan of Merger, attached hereto as Exhibit A to this Action by Written Consent;

WHEREAS, the Director and the Shareholder have reviewed the Articles of Merger, attached hereto as Exhibit B to this Action by Written Consent;

WHEREAS, the Director and the Shareholder desire to authorize and approve the Merger pursuant to the Plan of Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Director has determined it to be advisable and in the best interests of the Corporation to enter into and consummate the Merger pursuant to the provisions of the Plan of Merger, and the Director hereby recommends that the Shareholder authorizes and approves the Merger, the Articles of Merger and the Plan of Merger;

RESOLVED, that the Shareholder authorizes and approves the Merger, the Articles of Merger and the Plan of Merger;

RESOLVED, that the Corporation's performance of its obligations under the Plan of Merger and the Articles of Merger are hereby authorized and approved;

RESOLVED, that CHARLES P. CARAVANA, as President, is hereby authorized to do and perform all such further actions and things and to sign and execute all such further documents and certificates and to take all such further steps as such officer, in his sole discretion, may deem necessary, advisable, convenient or proper to effectuate the Merger contemplated by the Plan of Merger or to otherwise carry out the intent of the foregoing resolutions;

RESOLVED, that all lawful actions heretofore taken and things done by CHARLES P. CARAVANA, or any other officer of the Corporation, in connection with the consummation of the Merger contemplated by the Plan of Merger, are ratified, approved and adopted;

RESOLVED, that CHARLES P. CARAVANA, or any other officer of the Corporation, is hereby authorized to execute the Plan of Merger and the Articles of Merger in his capacity as an officer of the Corporation.

Further Actions

NOW, THEREFORE, BE IT RESOLVED, that CHARLES P. CARAVANA is authorized to execute all other agreements, instruments and documents and to do and cause to be done all such further acts and things, in the name and on behalf of the Corporation, as he may deem necessary or advisable to effect the matters described in the foregoing resolutions and carry into effect their intent and purpose, and that all actions of such officer so taken in connection with the transactions herein described are ratified, approved and confirmed in all respects.

Sole Director:



CHARLES P. CARAVANA

Sole Shareholder:



CHARLES P. CARAVANA

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STATE OF FLORIDA
ARTICLES OF MERGER
of
CARAVAN INDUSTRIES, INC., a Florida corporation
into
CARAVAN CONTRACTORS, INC., a Florida corporation

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger:

1. The name and jurisdiction of the surviving corporation is as follows:

| Name: | Jurisdiction: | Document: |
|---------------------|---------------|--------------|
| CARAVAN CONTRACTORS | Florida | P97000076074 |

2. The name and jurisdiction of the merging corporation is as follows:

| Name: | Jurisdiction: | Document: |
|--------------------------|---------------|-----------|
| CARAVAN INDUSTRIES, INC. | Florida | S18342 |

3. The Plan of Merger attached to these Articles of Merger as Exhibit A was adopted and approved by each of the above entities as follows:

a. The Plan of Merger was adopted and approved by the surviving corporation, CARAVAN CONTRACTORS, on January 1, 2018, by all of the directors and all shareholders entitled to vote on the Plan of Merger.

b. The Plan of Merger was adopted and approved by the merging corporation, CARAVAN INDUSTRIES, INC., on January 1, 2018, by all of the directors and all shareholders entitled to vote on the Plan of Merger.

4. The effective date of the merger shall be as of January 1, 2018.

{Signature page follows}

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into this 1 day of January, 2018, and shall be effective as of January 1, 2018, by and between the following named corporations.

I. SURVIVING CORPORATION

CARAVAN CONTRACTORS, a Florida corporation (the "Surviving Corporation").

Date of incorporation: December 11, 1990
Document Number: S18142

II. MERGED CORPORATION

CARAVAN INDUSTRIES, INC., a Florida corporation (the "Merged Corporation").

Date of incorporation: September 2, 2007
Document Number: P97000076074

WITNESSETH:

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Merged Corporation desires to merge into the Surviving Corporation;

WHEREAS, the respective Boards of Directors and the Stockholders of each of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Plan of Merger contained herein was approved by the Board of Directors and Stockholders of the Merged Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the Plan of Merger contained herein was approved by the Board of Directors and Stockholders of the Surviving Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the entire outstanding capital stock of the Merged Corporation is held as follows:

| <u>Name of Corporation</u> | <u>Stockholder</u> | <u>Shares Held</u> |
|--|------------------------|--------------------|
| CARAVAN INDUSTRIES, INC., a Florida corporation | CHARLES P. CARAVANA | 100 |

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merged Corporation and the Surviving Corporation shall be as hereinafter set forth.

ARTICLE I CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be CARAVAN CONTRACTORS, INC. The Articles of Incorporation of the Surviving Corporation, as amended herein, shall be and remain the Articles of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

Directors: CHARLES P. CARAVANA

Officers: CHARLES P. CARAVANA President
JANET L. CARAVANA Vice President

ARTICLE V
MANNER OF CONVERTING SHARES

Each share of the Merged Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be cancelled.

ARTICLE VI
APPROVAL OF MERGER BY STOCKHOLDERS AND DIRECTOR OF
SURVIVING CORPORATION

The Articles of Merger and this Plan of Merger have been approved by the stockholder and director of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on January 1, 2018.

ARTICLE VII
APPROVAL OF MERGER BY STOCKHOLDER AND DIRECTOR OF
MERGED CORPORATION

The Articles of Merger and this Plan of Merger have been approved by the stockholder and director of the Merged Corporation, as provided by Chapter 607 of the Florida Statutes, on January 1, 2018.


ARTICLE VIII
EFFECTIVE DATE OF MERGER

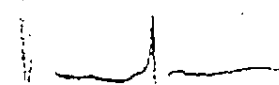
This Merger shall become effective as of January 1, 2018, for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

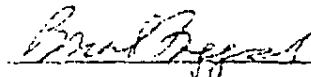
IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

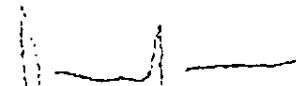
[Signature page follows]

WITNESSES:



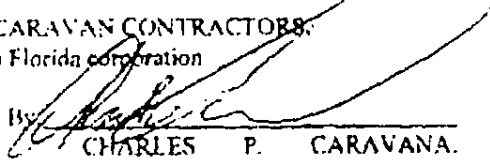






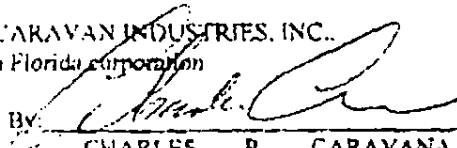
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SURVIVING CORPORATION:

CARAVAN CONTRACTORS,
a Florida corporation
By 

CHARLES P. CARAVANA.
President

MERGED CORPORATION:

CARAVAN INDUSTRIES, INC.,
a Florida corporation
By 

CHARLES P. CARAVANA.
President