

CERTIFICATE OF MERGER

Grimaud Enterprises Incorporated, a South Carolina corporation, certifies that:

1. G.B.C. Incorporated, a South Carolina corporation, was merged into Grimaud Enterprises Incorporated by Agreement and Plan of Merger, dated June 22, 2009.

2. Articles of Merger were filed with the Secretary of State on June 26, 2009, a certified true copy of which is attached hereto as Exhibit A.

3. By operation of law of the Merger with specific reference to South Carolina Code § 33-11-106, Grimaud Enterprises Incorporated has succeeded to the interest of G.B.C. Incorporated in the certain real property acquired by G.B.C. Incorporated by deed of Charles O. Tidmore and Joyce V. Tidmore, dated May 29, 2009, and recorded June 4, 2009, at Instrument #20090604000213580 in the Probate Court of Shelby County, Alabama.

4. This Certificate of Merger is made for local filing in the Probate Court of the counties where real property assets of the merged company are located.

5. A description of the real property located in Shelby County, Alabama is more particularly stated as follows:

Lots 6 and 7, in Block 1, George's Keystone Subdivision as per map recorded in the Office of the Probate Judge of Shelby County, Alabama.

Attest:

Gladys F. Grimaud
Gladys F. Grimaud
Secretary

Grimaud Enterprises, Incorporated

(Corp. Seal)

By: David W. Grimaud (L.S.)

David W. Grimaud
Its: President, an officer duly
authorized to sign

STATE OF SOUTH CAROLINA)
COUNTY OF Richland)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that David W. Grimaud, whose name as President of Grimaud Enterprises, Inc., a South Carolina corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents thereof, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 22 day of June, 2009.

Adrian L. Meets
Notary Public

My Commission Expires: 11/14/11

20090716000273830 2/6 \$26.00
Shelby Cnty Judge of Probate: AL
07/16/2009 11:26:37 AM FILED/CERT

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

JUN 23 2009

ARTICLES OF MERGER

Corporation - Domestic
Filing Fee - \$110.00

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to S.C. Code of Laws §33-11-105, the undersigned as the surviving corporation in a merger, hereby submits the following information:

1. The name of the surviving corporation is Grimaud Enterprises Incorporated
2. Attached hereto and made a part hereof is a copy of the Merger (see S.C. Code of Laws, Title 33, Ch. 11). Duplicate copies of the Plan of Merger must be attached in order for this form to be filed.
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction.

- (a) Name of the corporation G.B.C., Incorporated
Complete either (1) or (2), whichever is applicable.

- (1) ☒ Shareholder approval of the merger was not required (See S.C. Code of Laws §33-11-103(h)).
(2) ☐ The Plan of Merger was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Total Number of Votes Cast For AND Against*

*NOTE: Pursuant to S.C. Code of Laws §33-11-105(a)(3)(ii), the corporation can alternatively state the total number of undisputed votes cast for the Plan Merger separately by each voting group with a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group.

- (b) Name of the corporation Grimaud Enterprises Incorporated
Complete either (1) or (2), whichever is applicable.

- (1) ☒ Shareholder approval of the merger was not required (See S.C. Code of Laws §33-11-103(h)).
(2) ☐ The Plan of Merger was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Total Number of Votes Cast For AND Against*

090626-0057 FILED: 06/26/2009
GRIMAUD ENTERPRISES INCORPORATED
Filing Fee: \$110.00 ORIG



Mark Hammond

South Carolina Secretary of State

090626-0058 FILED: 06/26/2009
G. B. C., INCORPORATED
Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

Name of Corporation Grimaud Enterprises Inc.

***NOTE:** Pursuant to S.C. Code of Laws §33-11-105 (a)(3)(ii) the corporation can alternatively state the total number of undisputed votes cast for the Plan of Merger separately by each voting group with a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See S.C. Code of Laws §33-1-230(b)).

Date June 24, 2009

GRIMAUD ENTERPRISES INCORPORATED

Name of the Surviving Corporation



Signature and Office

David W. Grimaud, President

Type or Print Name and Office


Filing Checklist

- Articles of Merger (filed in duplicate)
- Attach a copy of the Plan of Merger
- \$110.00 made payable to the South Carolina Secretary of State
- Self-Addressed, Stamped Return Envelope
- Make sure the proper individual has signed the form (Please see S.C. Code of Laws §33-1-200(f))

Corporate forms filed with the Secretary of State should be signed by:

- (1) the Chairman of the Board of Directors, president or another of its officers
- (2) if directors have not been selected or the corporation has not been formed, by incorporators or
- (3) if the corporation is in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.

- Return all documents to: South Carolina Secretary of State's Office
Attn: Corporate Filings
P.O. Box 11350
Columbia, SC 29211


20090716000273830 3/6 \$26.00
Shelby Cnty Judge of Probate, AL
07/16/2009 11:26:37 AM FILED/CERT

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated as of this 22nd day of June, 2009, by and between the following parties:

PARTIES:

Grimaud Enterprises Incorporated, a South Carolina corporation, whose address is 804 Old Forge Road, P.O. Box 159, Chapin, South Carolina 29036, attention: David W. Grimaud, (referred to herein as ("Parent Corporation"));

and

G.B.C. Incorporated, a South Carolina corporation, its wholly owned subsidiary, whose address is 804 Old Forge Road, P.O. Box 159, Chapin, South Carolina 29036, attention: David W. Grimaud, (referred to herein as the "Subsidiary Corporation").

RECITALS AND STIPULATIONS:

1. The Parent Corporation is a corporation duly organized and existing under the laws of the State of South Carolina.
2. The Subsidiary Corporation is a corporation duly organized and existing under the laws of the State of South Carolina.
3. The Parent Corporation is the sole shareholder of the Subsidiary Corporation.
4. The respective Boards of Directors of the Parent Corporation and the Subsidiary Corporation have determined that it is advisable that the Subsidiary Corporation be merged into the Parent Corporation on the terms and conditions hereinafter set forth. The shareholders of each of the Parent Corporation and Subsidiary Corporation consent.

AGREEMENTS:

NOW, THEREFORE, in consideration of the agreements herein contained (the benefits to be derived), the receipt and sufficiency of which are acknowledged, the Parties hereby agree as follows:

1. Merger. At the effective date of the merger, the Subsidiary Corporation shall be merged with and into the Parent Corporation, the separate existence of the Subsidiary Corporation shall cease and the Parent Corporation shall continue in existence as the Parent Corporation and, shall succeed to and possess all the estate, properties, rights, privileges, immunities and franchises, as well of a public as of a private nature, of the Subsidiary Corporation; and all property, real, personal and mixed, and all debts due on whatever account and all choses in action, and all and every other interest, of or belonging to or due to the

Subsidiary Corporation shall be taken and deemed to be transferred to and vested in the Parent Corporation without further act or deed, all as provided in Section 33-11-106 of the South Carolina Business Corporation Act of 1988.

2. Articles of Incorporation and Bylaws. From and after the effective date of the merger and until thereafter amended as provided by law, the Articles of Incorporation of the Parent Corporation shall be the Articles of Incorporation of the merged corporation. The Parent Corporation shall be governed under the laws of the State of South Carolina. The address of the principal office of the merged corporation in the State of South Carolina will be 804 Old Forge Road, Chapin, South Carolina 29036.

3. Capital Stock. Because the Parent Corporation is the sole owner of all shares of G.B.C. Incorporated, there is no arrangement for merger exchange of stock. In connection with this Merger, no issuance of new shares or capital increase will be implemented, and no payment is made to either of the parties.

At the effective date of the merger, each share of the capital stock of the Subsidiary Corporation whether issued and outstanding or authorized but unissued shall cease to exist and shall be cancelled.

The authorized capital stock of the Parent Corporation immediately prior to the merger shall not be changed. The outstanding capital stock of the Parent Corporation shall continue to be outstanding and any stock held as treasury stock shall not be changed.

4. Officers and Directors. When the merger becomes effective, the officers and directors of the Parent Corporation shall be the same as immediately before the merger.

5. Articles of Merger. The Parent Corporation is authorized to prepare and file Articles of Merger and file the same with the Secretary of State of South Carolina.

6. Effective Date. This Agreement and Plan of Merger shall become effective upon the complete execution of this Agreement and Plan of Merger, and the acceptance for filing the Articles of Merger by the Secretary of State of South Carolina.

7. Approval of Shareholders and Directors. Shareholder approval of this merger is not required. However, this Agreement and Plan of Merger has been unanimously approved, authorized and consented to in writing by all of the shareholders and directors of each of the respective corporations by Action on Written Consent of Shareholders and Directors on file with the corporations.

(Signatures continued on following page)

IN WITNESS WHEREOF, the Subsidiary Corporation and the Parent Corporation, each pursuant to the approval and authority duly given by Section 33-1-200(f) of the South Carolina Business Corporation Act of 1988, have each caused this Agreement and Plan of Merger to be executed by its officers thereunto duly authorized.

Attest: Sadie L. Meetze
Sadie L. Meetze
Secretary

G.B.C., Incorporated
By: David W. Grimaud (Corp. Seal)
David W. Grimaud
Its: President, an officer duly
authorized to sign

Attest: Gladys P. Grimaud
Gladys P. Grimaud
Secretary

Grimaud Enterprises, Incorporated
By: David W. Grimaud (Corp. Seal)
David W. Grimaud
Its: President, an officer duly
authorized to sign

STATE OF SOUTH CAROLINA)
COUNTY OF Richland)

The foregoing instrument was acknowledged before me this 22 day of June, 2009, by David W. Grimaud, President of Grimaud Enterprises Incorporated, a South Carolina corporation, on behalf of the corporation.

Sadie L. Meetze (SEAL)
Notary Public for South Carolina
My commission expires: 11/14/11

STATE OF SOUTH CAROLINA)
COUNTY OF Richland)

The foregoing instrument was acknowledged before me this 22 day of June, 2009, by David W. Grimaud, President of G.B.C. Incorporated, a South Carolina corporation, on behalf of the corporation.

Sadie L. Meetze (SEAL)
Notary Public for South Carolina
My commission expires: 11/14/11