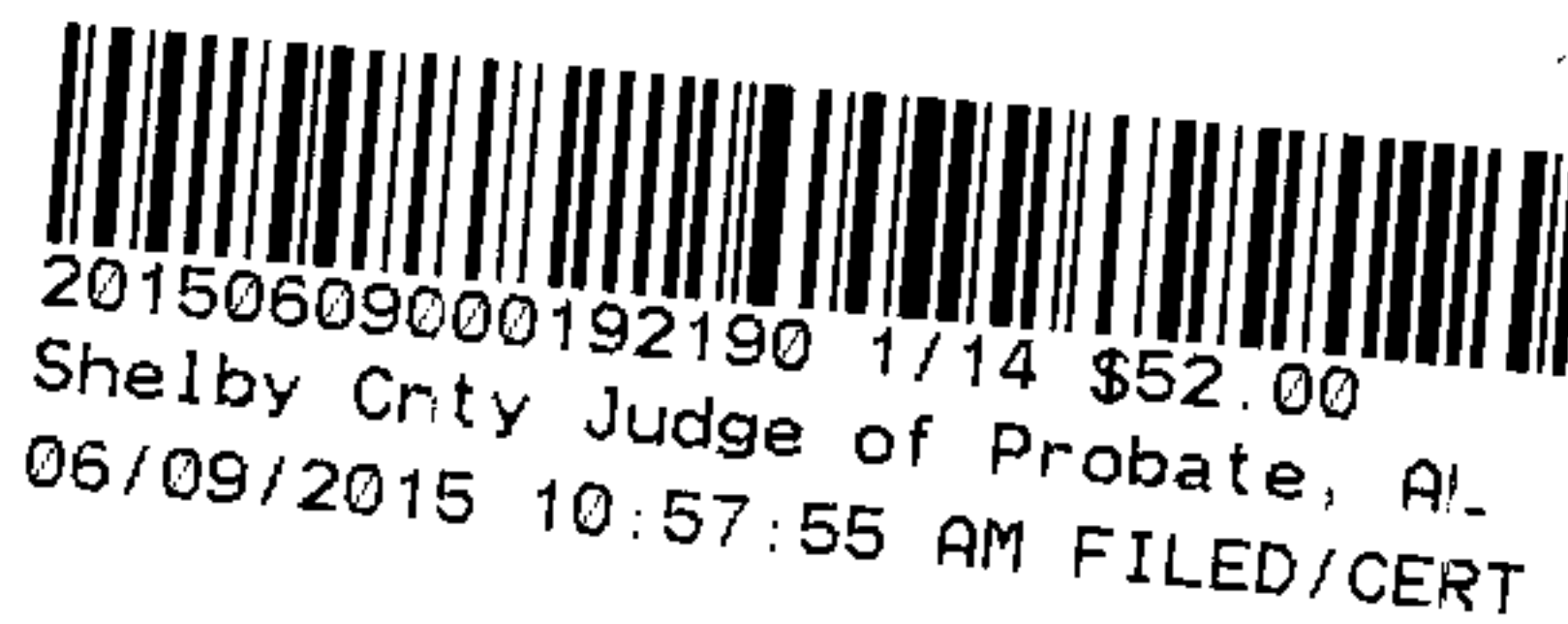


STATE OF ALABAMA)

COUNTY OF SHELBY)



Alabama Sec. Of State	Merger 001-046	Date 5/22/2015	Time 17:00	14 Pg	File \$100.00	Ackn \$.00	Exp \$100.00	Total \$200.00
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PLAN AND ARTICLES OF MERGER

This Plan and these Articles of Merger are made and entered into, as of the 22nd day of May, 2015, by and between 3-M Developers, Inc., an Alabama corporation ("Corporation"), hereinafter referred to as the Surviving Corporation, and 3-M Developers, L.L.C., an Alabama limited liability company ("LLC"), (Corporation and LLC hereinafter referred to as the Merging Entities).

WITNESSETH:

WHEREAS, pursuant to *Ala. Code* §10A-2-2.01 *et seq.*, on February 14, 2000, Articles of Incorporation were issued forming 3-M Developers, Inc., as recorded as Instrument 2000-04938 in the Office of the Judge of Probate of Shelby County, Alabama, having filed its Certificate of Incorporation in the Office of the Secretary of State of the State of Alabama on February 16, 2000, having its registered office at 3165 Pelham Parkway, Pelham, AL 35124, and having as its registered agent Jack McGuire; and 208-075

WHEREAS, the total number of shares of stock which the Surviving Corporation has authority to issue, and will issue, is one thousand (1,000) shares, the names and ownership of which are set out on Exhibit A, attached and made a part hereof; and

WHEREAS, pursuant to *Ala. Code* §10A-5A-2.01, *et seq.*, on October 4, 1997 Articles of Organization were executed forming 3-M Developers, L.L.C., as recorded in Instrument Number 1997-37641, in the Office of the Judge of Probate of Shelby County, Alabama, having filed its Articles of Organization in the Office of the Secretary of State of the State of Alabama on November 18, 1997, having its registered office at 3165 Pelham Parkway, Pelham, AL 35124, and having as its registered agent Donald R. Murphy; and 658-026

WHEREAS, the Board of Directors of Corporation and the members of LLC deem it advisable that the Merging Entities be merged into the Surviving Corporation on the terms and conditions set forth below, in accordance with applicable provisions of the statutes of the State of Alabama, which permit such merger.

NOW, THEREFORE, in consideration of the agreements, covenants and provisions set out below, and pursuant to *Ala. Code* §10A-5A-10.05 *et seq.*, the Surviving Corporation, by its Board of Directors, and the Merging Entities, by their Board of Directors and Members, as applicable, do hereby enter into this Plan and these Articles of Merger and agree as follows:

Secretary of State
State of Alabama

I hereby certify that this is a true and complete
copy of the document filed in this office on

5/22/15
DATE: 5/28/15

Secretary of State RAM

ARTICLE I

The Surviving Corporation and the Merging Entities shall be merged into a single Corporation (the "Merger"), in accordance with applicable provisions of *Ala. Code* §10A-5A-10.07 *et seq.*, and the laws of the State of Alabama by the Merging Entities merging into the Surviving Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the Merger's becoming effective under the laws of the State of Alabama, as of May 22, 2015 (such time being referred to herein as the "Effective Date of the Merger"):

1. LLC is a single limited liability company, which shall be 3-M Developers, Inc., the Surviving Corporation, and the separate existence of LLC shall cease, except to the extent, if any, provided by the laws of the State of Alabama;
2. the Surviving Corporation shall thereupon possess all the rights, privileges, immunities and franchises of LLC; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to LLC, shall be vested in the Surviving Corporation without further act or deed;
3. the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of LLC, and all existing or pending claims, actions or proceedings by or against LLC may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the appropriate entity, and neither the rights of creditors nor any liens upon the property of LLC shall be impaired by the Merger;
4. the Surviving Corporation hereby agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of LLC, including those arising from the Merger;
5. with respect to LLC, the aggregate amount of net assets that was available to support and pay dividends before the Merger, shall continue to be available for the payment of dividends by the Surviving Corporation, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Corporation;
6. the By-Laws of the Surviving Corporation as they existed immediately before the effective date of Merger shall be the By-Laws of the Surviving Corporation; and
7. the persons who shall serve on the Board of Directors and as the officers of the Surviving Corporation shall be those persons set forth on Exhibit A, attached hereto and made a part hereof.



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ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of these Articles of Merger, and the Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation unless or until it is subsequently amended by the action of the Board of Directors and shareholders. The Articles of Incorporation are set forth in Exhibit B, attached hereto and made a part of this Plan and Articles of Merger.

ARTICLE IV

The Membership ownerships of LLC shall be converted into shares of the Surviving Corporation in the ownerships set out on Exhibit A attached.

ARTICLE V

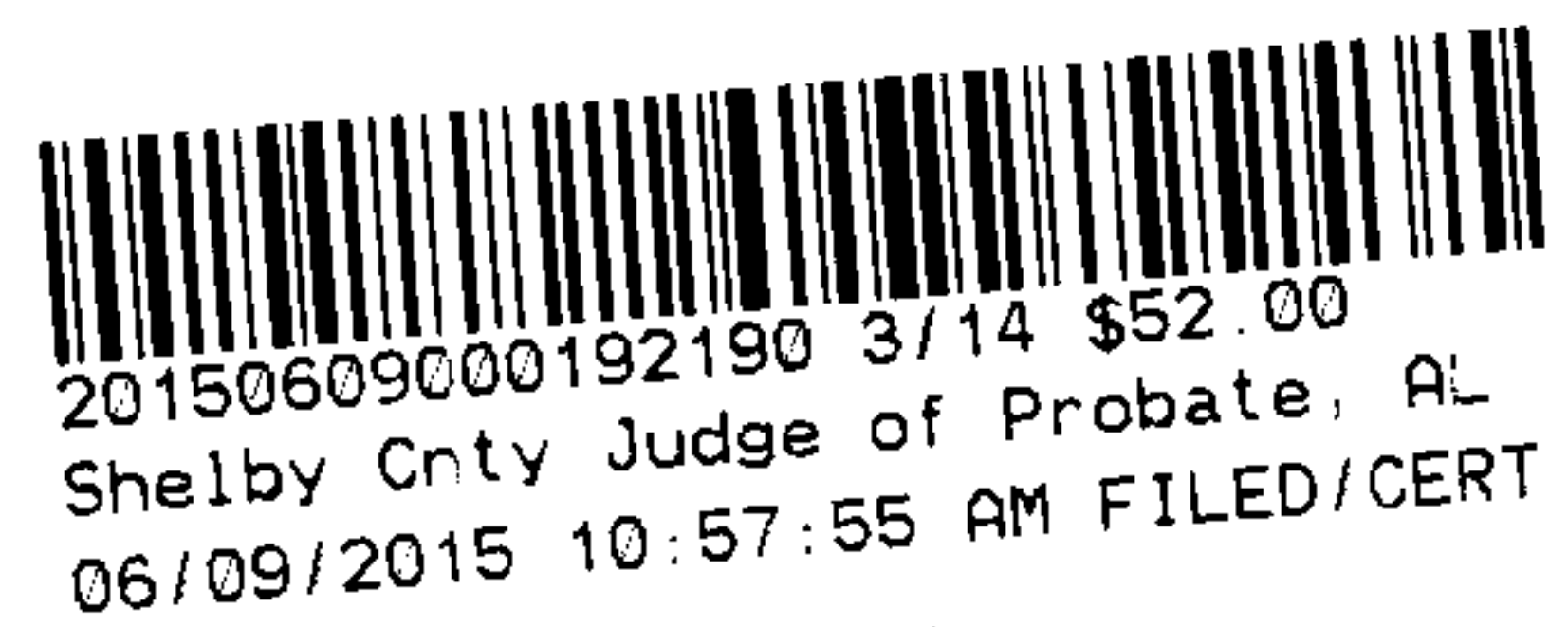
The Surviving Corporation shall pay all expenses incurred for the purpose of bringing these Articles of Merger and the Merger herein described into effect.

ARTICLE VI

Should the Surviving Corporation have reason to request any further assignments, conveyances or other transfers which it is advised by counsel are necessary to vest in the Surviving Corporation title to any property or rights of any of the parties, the officers and directors of the appropriate entity shall execute any assignment, conveyance or transfer to vest such property or rights in the Surviving Corporation.

ARTICLE VII

This Plan and these Articles of Merger shall be submitted to the members and shareholders of the parties hereto, as applicable, for consideration at a meeting of the shareholders and/or members held in accordance with the organizational documents of each entity, and with the laws of the State of Alabama; and upon (1) the approval by the shareholders and members of each entity, as applicable, and (2) the subsequent execution, filing and recording of such documents shall then take effect and be the Plan of Merger of the entities. This Plan and these Articles of Merger may be abandoned by (1) any of the parties hereto by the action of its Board of Directors if such action is taken before the Plan and Articles of Merger have been approved by the shareholders or members of the entity seeking abandonment, or (2) the mutual consent of all parties hereto if their respective Board of Directors or members, as applicable, shall adopt a resolution abandoning this Plan and these Articles of Merger before the effective date of the Merger.



IN WITNESS WHEREOF, LLC and Corporation, acting by the authority set out in a resolution adopted by their respective Board of Directors or Members, as applicable, have directed this Plan and these Articles of Merger to be executed by the President and attested to by each party.

ATTEST:

Roy L. Martin
Roy L. Martin
Secretary of 3-M Developers, Inc.

Roy L. Martin
Roy L. Martin, Member
3-M Developers, L.L.C.

Anne Elizabeth McGuire
Anne Elizabeth McGuire, as Personal
Representative of the Estate of Jack A.
McGuire, Member
3-M Developers, L.L.C.

Donald R. Murphy
Donald R. Murphy
President of 3-M Developers, Inc.

Donald R. Murphy
Donald R. Murphy, Member
3-M Developers, L.L.C.

I, the undersigned, Secretary of 3-M Developers, Inc., a corporation organized and existing under the laws of the State of Alabama, hereby certify, as such Secretary, and under the seal of the corporation, that the Articles of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary of 3-M Developers, Inc., a corporation, was duly submitted to the shareholders of 3-M Developers, Inc., a corporation, at a special meeting of said shareholders, called and held separately from the meeting of shareholders of any other corporation, upon waiver of notice, signed by all shareholders, for the purpose of considering and taking action upon the Articles of Merger, that shares of stock of the Corporation were on said date issued and outstanding and that the holders of the shares voted by ballot unanimously in favor of the Articles of Merger; and that thereby the Articles of Merger were at the meeting duly adopted as the act of the shareholders of 3-M Developers, Inc., and the duly adopted agreement of the corporation.


Witness my hand and seal as of the 19th day of May, 2015.

Roy L. Martin
Roy L. Martin, Secretary of 3-M Developers, Inc.

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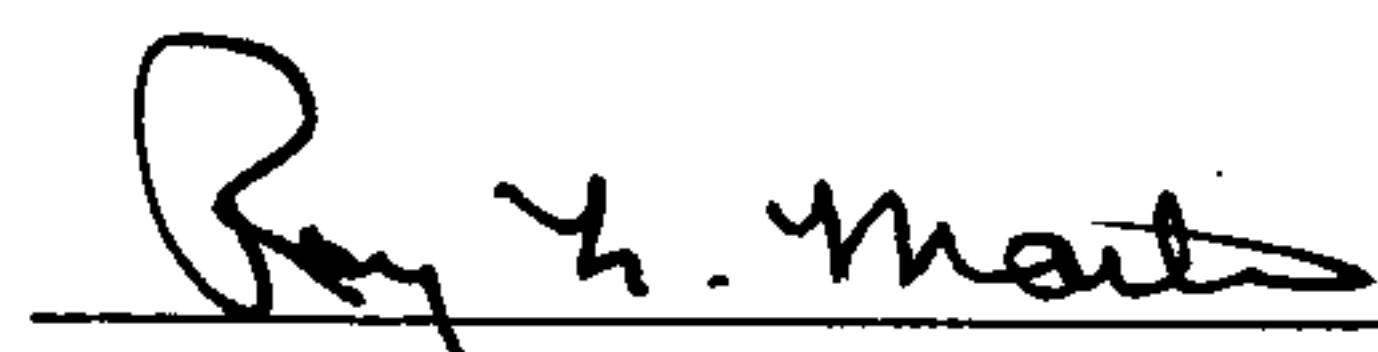
I, the undersigned, Member of 3-M Developers, L.L.C., a limited liability company organized and existing under the laws of the State of Alabama, hereby certify, as such Member, that the Articles of Merger to which this certificate is attached, after having been first duly signed on behalf of the limited liability company by the Members of 3-M Developers, L.L.C., was duly submitted to the members of 3-M Developers, L.L.C., at a special meeting of the members, called and held separately from the meeting of members of any other limited liability company, upon waiver of notice, signed by all members, for the purpose of considering and taking action upon the Articles of Merger, that ownership interests were on said date issued and outstanding and that the holders of the ownership interests voted by ballot unanimously in favor of the Articles of Merger; and that thereby the Articles of Merger were at the meeting duly adopted as the act of the members of 3-M Developers, L.L.C., and the duly adopted agreement of the limited liability company.


Witness my hand and seal as of the 20th day of May, 2015.


Donald R. Murphy, Member
3-M Developers, L.L.C.

I, the undersigned, Member of 3-M Developers, L.L.C., a limited liability company organized and existing under the laws of the State of Alabama, hereby certify, as such Member, that the Articles of Merger to which this certificate is attached, after having been first duly signed on behalf of the limited liability company by the Members of 3-M Developers, L.L.C., was duly submitted to the members of 3-M Developers, L.L.C., at a special meeting of the members, called and held separately from the meeting of members of any other limited liability company, upon waiver of notice, signed by all members, for the purpose of considering and taking action upon the Articles of Merger, that ownership interests were on said date issued and outstanding and that the holders of the ownership interests voted by ballot unanimously in favor of the Articles of Merger; and that thereby the Articles of Merger were at the meeting duly adopted as the act of the members of 3-M Developers, L.L.C., and the duly adopted agreement of the limited liability company.

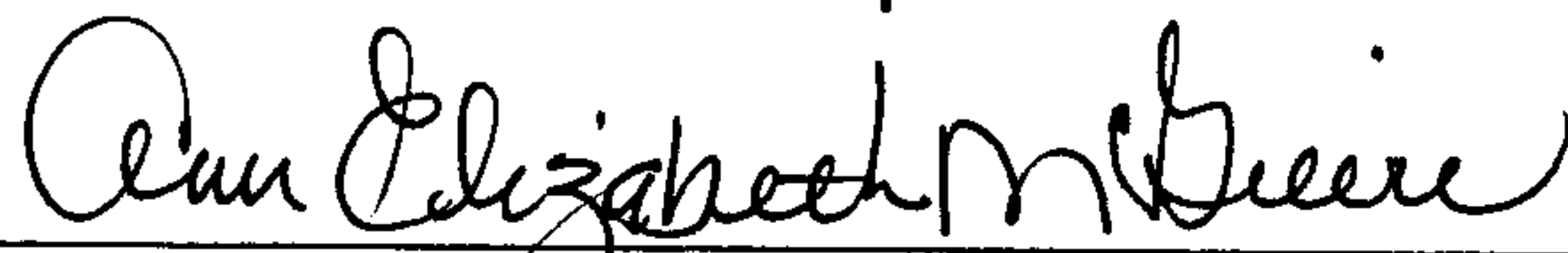
Witness my hand and seal as of the 19th day of May, 2015.


Roy L. Martin, Member
3-M Developers, L.L.C.


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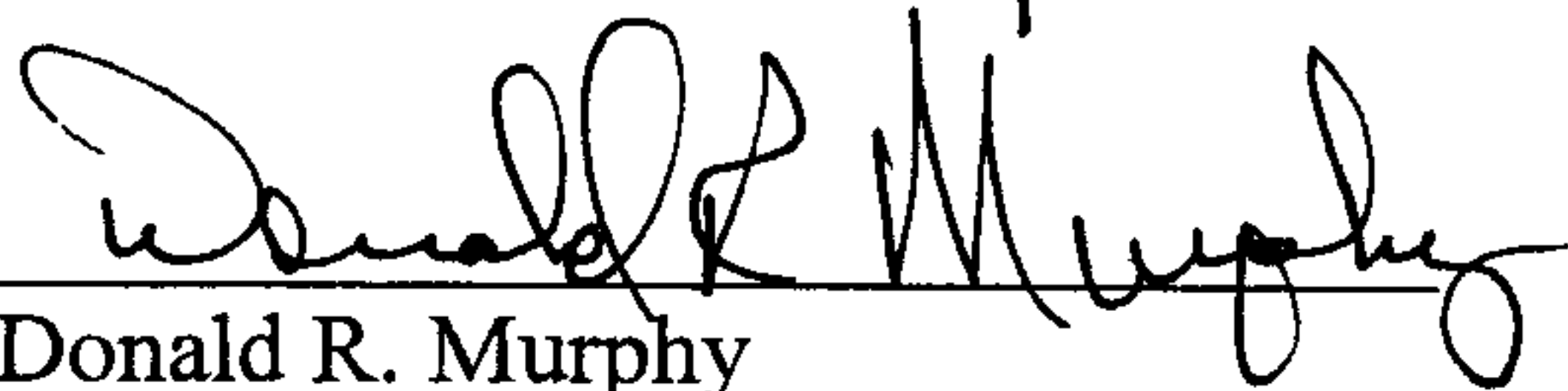
I, the undersigned, Member of 3-M Developers, L.L.C., a limited liability company organized and existing under the laws of the State of Alabama, hereby certify, as such Member, that the Articles of Merger to which this certificate is attached, after having been first duly signed on behalf of the limited liability company by the Members of 3-M Developers, L.L.C., was duly submitted to the members of 3-M Developers, L.L.C., at a special meeting of the members, called and held separately from the meeting of members of any other limited liability company, upon waiver of notice, signed by all members, for the purpose of considering and taking action upon the Articles of Merger, that ownership interests were on said date issued and outstanding and that the holders of the ownership interests voted by ballot unanimously in favor of the Articles of Merger; and that thereby the Articles of Merger were at the meeting duly adopted as the act of the members of 3-M Developers, L.L.C., and the duly adopted agreement of the limited liability company.

Witness my hand and seal as of the 18th day of May, 2015.

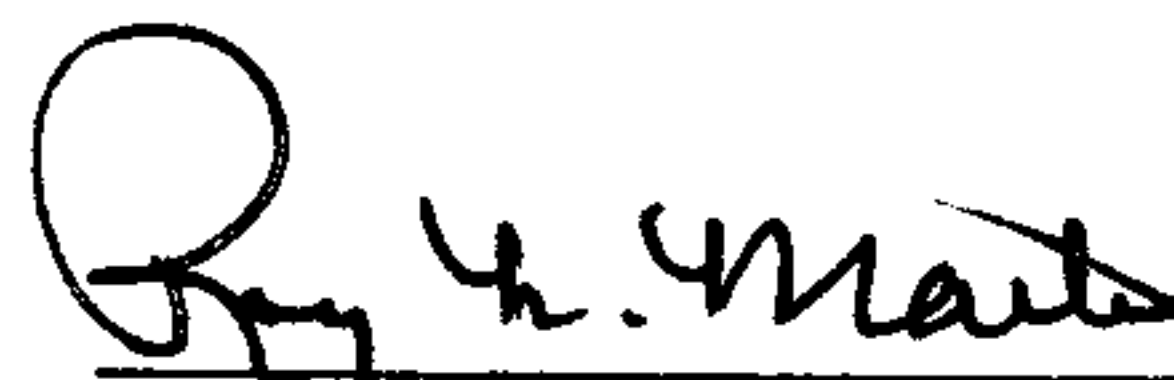


Anne Elizabeth McGuire, as Personal Representative
of the Estate of Jack A. McGuire, Member
3-M Developers, L.L.C.

THE ABOVE ARTICLES OF MERGER, having been executed by the President and Secretary of the corporate party thereto, and the Managing Members of the Limited Liability Company, and having been adopted separately by the shareholders and Members, as applicable, of each party thereto, in accordance with the provisions of the laws of the State of Alabama, and the fact having been certified on the Articles of Merger by the Secretary of the corporate party thereto and the Managing Member of the Limited Liability Company, is now hereby executed under the corporate seal of the Corporation, by the authority of the directors, shareholders, and members thereof, as the respective act, deed and agreement of the Corporation and Limited Liability Company, as of the 19th day of May, 2015.



Donald R. Murphy
President of 3-M Developers, Inc.



Roy L. Martin
Secretary of 3-M Developers, Inc.



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EXHIBIT "A"

<u>SHAREHOLDER</u>	<u># OF SHARES</u>	<u>POSITION</u>
Roy L. Martin	333-1/3	Secretary
Donald R. Murphy	333-1/3	President
Jack A. McGuire	333-1/3	



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EXHIBIT "B"

**ARTICLES OF INCORPORATION
OF
3-M DEVELOPERS, INC.**

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Russell L. Irby, III, acting as incorporator of a business corporation under the laws of Alabama, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: 3-M Developers, Inc.

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes for which the corporation is organized are:

1. To engage in real estate services, including real estate development and all services ancillary or related thereto.



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2. To transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as such Act may be amended from time to time.


3. To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

ARTICLE III

LOCATION OF INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation in the State of Alabama shall be 3156 Pelham Parkway, Pelham, Alabama 35124, and the corporation's initial registered agent at such address shall be Jack McGuire.


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ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of capital stock that the corporation shall be authorized to issue and have outstanding shall be 1,000 shares of common stock, all of the same class, of the par value of \$.01 per share.

ARTICLE V
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successor or successors are elected and qualified are as follows:

Jack McGuire	P. O. Box 1015 Pelham, Alabama 35214
Donald R. Murphy	P. O. Box 1015 Pelham, Alabama 35214
Roy L. Martin	P. O. Box 1015 Pelham, Alabama 35214

ARTICLE VI
STOCK PURCHASES

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of

unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

ARTICLE VII

LIABILITY OF DIRECTORS

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time such repeal or modification.



ARTICLE VIII

INCORPORATOR

The name and address of the incorporator are as follows:

Russell L. Irby, III
JOHNSTON BARTON
PROCTOR & POWELL LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation on this 19 day of February, 2000.

Russell L. Irby, III

STATE OF ALABAMA)
Jefferson COUNTY)

I, the undersigned notary public in and for said county in said state, hereby certify that Russell L. Irby, III, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 19th day of February, 2000.

Maria O'Grady
Notary Public
My Commission Expires: 11/9/02

STATE OF ALABAMA

I, **Jim Bennett**, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

3M Developers, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Kim Harrison, 1901 6th Ave North Ste 2900, Birmingham, AL 35203 for a period of one hundred twenty days beginning January 7, 2000 and expiring May 7, 2000.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 7, 2000

Date

Jim Bennett

Jim Bennett

Secretary of State



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