

This instrument prepared by:  
Allen B. Blow, Esq.  
Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.  
420 20th Street, North, Suite 1400  
Birmingham, AL 35203

CERTIFICATE OF MERGER  
OF  
MA APPLIANCE, INC.  
(an Alabama corporation)  
WITH AND INTO  
MAZER APPLIANCE, INC.  
(a Delaware corporation)

Alabama Sec. Of State	Merger 002-259	Date 12/26/2018	Time 17:00	File \$100.00	Ackn \$0.00	Exp \$100.00	Total \$200.00
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TO THE SECRETARY OF STATE OF THE STATE OF DELAWARE;  
THE SECRETARY OF STATE OF THE STATE OF ALABAMA; AND  
THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of *Alabama Business Corporation Law* § 10A-2-11.01, *et. seq* and *Delaware Corporation Law* § 252, MA Appliance, Inc., an Alabama corporation, and Mazer Appliance, Inc., a Delaware corporation, adopt this Certificate of Merger as of this 20th day of December, 2018.

1. NAME, JURISDICTION AND DATE OF FORMATION OF ALABAMA CORPORATION. MA Appliance, Inc., an Alabama corporation (the "Alabama Corporation") was formed on March 4, 2014, under the laws of the State of Alabama by filing Articles of Incorporation with the Judge of Probate of Shelby County, Alabama and has an Alabama Entity ID Number of 298-611.

2. NAME, JURISDICTION, AND DATE OF FORMATION OF DELAWARE CORPORATION. Mazer Appliance, Inc., a Delaware corporation (the "Delaware Corporation"), was formed on August 29, 1947, under the laws of the State of Delaware by filing a Certificate of Incorporation with the office of the Secretary of State of the State of Delaware and has a Delaware File Number of 415920. The Alabama Corporation and the Delaware Corporation shall be referred to collectively as the "Constituent Corporations".

3. REGISTRATION TO DO BUSINESS IN ALABAMA. The Delaware Corporation is registered to do business in the State of Alabama. The Delaware corporation is registered in the State of Alabama with an Alabama Entity ID Number of 854-534.

4. SURVIVING CORPORATION. The Alabama Corporation is being merged with and into the Delaware Corporation. The Delaware Corporation shall be the surviving corporation of the merger (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware.

5. CERTIFICATE OF INCORPORATION. The Certificate of Incorporation of the Surviving Corporation shall be its certificate of incorporation.

6. AGREEMENT AND PLAN OF MERGER. An Agreement and Plan of Merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed, and acknowledged by each

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SECRETARY OF STATE

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of the Constituent Corporations in accordance with § 10A-2-11.01 of the *Alabama Business Corporation Law* and § 252 of the *Delaware Corporation Law*. The executed Agreement and Plan of Merger is on file at the following place of business of the Surviving Corporation: 2 41st Street South, Birmingham, Alabama 35222. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any Constituent Corporation.

7. MANNER AND BASIS OF CONVERTING THE SHARES OF THE ALABAMA CORPORATION INTO SHARES OF THE DELAWARE CORPORATION. Each shareholder of the Alabama Corporation shall receive one-half (1/2) of a voting common share of the Delaware Corporation in exchange for each voting common share of the Alabama Corporation owned by the shareholder. Immediately upon the effective date of the merger (as specified in Section 11), all issued and outstanding shares of common stock of the Alabama Corporation shall be cancelled.


8. APPROVAL OF SHAREHOLDERS OF ALABAMA CORPORATION. The approval of the shareholders of the Alabama Corporation was required with respect to the Agreement and Plan of Merger. All one hundred (100) of the issued and outstanding shares of the common stock of the Alabama Corporation were voted in favor of approving the Agreement and Plan of Merger and the transactions contemplated therein, which vote was sufficient for the approval of the Agreement and Plan of Merger and transactions contemplated therein for the Alabama Corporation.

9. APPROVAL OF STOCKHOLDERS OF DELAWARE CORPORATION. The approval of the stockholders of the Delaware Corporation (to the extent such stockholders owned voting common stock) was required with respect to the Agreement and Plan of Merger. All nine hundred fifty (950) of the issued and outstanding shares of voting common stock of the Delaware Corporation were voted in favor of approving the Agreement and Plan of Merger and the transactions contemplated therein, which vote was sufficient for the approval of the Agreement and Plan of Merger and the transactions contemplated therein for the Delaware Corporation.

10. AUTHORIZED CAPITAL STOCK. The authorized capitalization of the Alabama Corporation consists of one thousand (1,000) shares of common stock par value of \$1.00 per share.

11. EFFECTIVE DATE OF THE MERGER. The merger shall be effective 11:59 pm on December 31, 2018.

[Signatures appear on following page]

  
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IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the day and year first above written.

MA APPLIANCE, INC.,  
An Alabama corporation

By: Michael Mazer  
Michael Mazer  
Its President

MAZER APPLIANCE, INC.,  
A Delaware corporation

By: Michael Mazer  
Michael Mazer  
Its President




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*Exhibit A*

Agreement and Plan of Merger

[See attached.]

  
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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), dated as of December 20, 2018, by and between MA APPLIANCE, INC., an Alabama corporation (the "Alabama Corporation") and MAZER APPLIANCE, INC., a Delaware corporation (the "Delaware Corporation") (the Alabama Corporation and the Delaware Corporation are collectively referred to as the "Constituent Corporations").

### WITNESSETH:

WHEREAS, the Alabama Corporation is a corporation duly organized and validly existing under the laws of the State of Alabama, having been incorporated on March 4, 2014;

WHEREAS, the Delaware Corporation is a corporation duly organized and validly existing under the laws of the State of Delaware, having been incorporated on August 29, 1947;

WHEREAS, the authorized capitalization of the Alabama Corporation consists of One Thousand (1,000) shares of common stock, par value of \$1.00 per share, of which One Hundred (100) shares are currently issued and outstanding;

WHEREAS, the authorized capitalization of the Delaware Corporation consists of Three Thousand (3,000) shares of common stock, consisting of One Thousand (1,000) shares of voting common stock at the par value of \$100.00 per share, of which Nine Hundred Fifty (950) shares are currently issued and outstanding; and Two Thousand (2,000) shares of nonvoting common stock at the par value of \$100.00 per share, of which One Thousand Nine Hundred (1,900) shares are currently issued and outstanding;

WHEREAS, the Boards of Directors and the Shareholders of the Constituent Corporations have decided to merge the Constituent Corporations with each other on the terms described herein, with the Delaware Corporation surviving the merger (the "Merger");

WHEREAS, the Constituent Corporations intend that the following terms shall constitute an Agreement and Plan of Merger pursuant to § 10A-2-11.01 et. seq of the Alabama Business Corporation Law and § 252 of the Delaware General Corporation Law; and

WHEREAS, the Constituent Corporations desire that such merger be effected as a nontaxable reorganization in compliance with Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, the parties agree as follows:

1. Merger. In accordance with the provisions of this Plan of Merger, § 10A-2-11.01 et. seq of the *Alabama Business Corporation Law*, and § 252 of the *Delaware General Corporation*



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Law, the Alabama Corporation shall be merged with and into the Delaware Corporation with the Delaware Corporation being the surviving corporation.

2. Terms and Conditions of Merger.

(a) Effective Date. The Merger shall become effective upon 11:59 p.m. on December 31, 2018 (the "Effective Date").

(b) Surviving Corporation. The Delaware Corporation shall survive the Merger and shall continue to be governed by the laws of the State of Delaware. The separate corporate existence of the Alabama Corporation shall immediately cease upon the Effective Date and, at that time, the Delaware Corporation and the Alabama Corporation shall be a single corporation (sometimes referred to as the "Surviving Corporation"). The Surviving Corporation's principal place of business shall be located at 2 41st Street South, Birmingham, Alabama 35222.

(c) Certificate of Incorporation. The Certificate of Incorporation of the Delaware Corporation shall be the Certificate of Incorporation of the Surviving Corporation upon the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof and applicable law.

(d) Bylaws. The Bylaws of the Delaware Corporation, shall be the Bylaws of the Surviving Corporation upon the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof and applicable law.

(e) Authorized Capital. The authorized capital stock of the Surviving Corporation upon the Effective Date shall be Three Thousand (3,000) shares of common stock, consisting of One Thousand (1,000) shares of voting common stock at the par value of \$100.00 per share; and Two Thousand (2,000) shares of nonvoting common stock at the par value of \$100.00 per share. The designations, powers, preferences and rights, and the qualifications, limitations or restrictions on the capital stock of the Surviving Corporation shall be as set forth in the Certificate of Incorporation of the Surviving Corporation or as subsequently adopted by the Surviving Corporation.

(f) Cancellation of the Alabama Corporation Stock. Each shareholder of the Alabama Corporation shall receive one-half (1/2) of a voting common share of the Delaware Corporation in exchange for each voting common share of the Alabama Corporation owned by the shareholder. Immediately upon the Effective Date, all issued and outstanding shares of common stock of the Alabama Corporation shall be cancelled.

(g) Retirement of Treasury Stock. Immediately upon the Effective Date, all shares of stock of the Alabama Corporation or the Delaware Corporation held in treasury on the Effective Date, if any, shall be retired and no shares of stock or any other securities of the Surviving Corporation shall be issued in respect thereof.

(h) Rights and Liabilities of Surviving Corporation. Upon the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, as well of a public as of a private nature, subject to all of the



restrictions, liabilities and duties of each of the Constituent Corporations; and all of the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due either of the Constituent Corporations on whatever account, as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such lien upon the Effective Date, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the members of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of or in connection with the Merger. Any action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

(i) Further Assurances of Title. If at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further acknowledgements, assignments or assurances in law or other similar actions are necessary or desirable to acknowledge, vest, perfect or confirm upon record or otherwise in the Surviving Corporation any right, title or interest in any property or rights of the Alabama Corporation held immediately prior to the Effective Date, the Alabama Corporation and its proper officers and directors shall and will execute and deliver all such proper acknowledgements, deeds, assignments or assurances in law and do all things necessary or proper to acknowledge, vest, perfect or confirm title to such property or rights in the Surviving Corporation as shall be necessary to carry out the purposes of this Plan of Merger. The Surviving Corporation and its proper officers and directors are fully authorized to take any and all action in the name of the Alabama Corporation to effect the foregoing.

3. Continuation of Corporate Acts, Plans, Employees and Certain Other Matters.


(a) Corporate Acts, etc. All corporate acts, plans, policies, contracts, approvals and authorizations of the Alabama Corporation, its shareholders, Board of Directors, committees of the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on the Alabama Corporation.

(b) Employees. The employees of the Alabama Corporation, if any, shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits, contractual and otherwise, they enjoyed as employees of the Alabama Corporation.

(c) Service of Process. The Surviving Corporation consents to be sued and may be served with process in the State of Alabama in any proceeding for enforcement of any obligation of the Surviving Corporation as well as for the enforcement of any of the obligations of the Alabama Corporation arising from the Merger, including any action or other proceeding to enforce the rights of any dissenting shareholder of the Alabama Corporation against the Surviving Corporation.

(d) Officers and Directors. The officers and directors of the Delaware Corporation on the Effective Date shall serve as the officers and directors of the Surviving Corporation until their successors are elected and shall qualify as otherwise provided in the Bylaws of the Surviving Corporation.

[Signatures appear on following page]

  
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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the  
Constituent Corporations as of the date first written above.

MAZER APPLIANCE, INC.

By: Michael Mazer  
Michael Mazer  
Its President

MA APPLIANCE, INC.

By: Michael Mazer  
Michael Mazer  
Its President

  
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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MA APPLIANCE, INC.", AN ALABAMA CORPORATION,  
WITH AND INTO "MAZER APPLIANCE, INC." UNDER THE NAME OF  
"MAZER APPLIANCE, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2018,  
AT 5:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2018 AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

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Shelby Cnty Judge of Probate, AL  
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415920 8100M  
SR# 20188328319

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State

Authentication: 204178302  
Date: 12-26-18

CERTIFICATE OF MERGER  
OF  
MA APPLIANCE, INC.  
(an Alabama corporation)  
WITH AND INTO  
MAZER APPLIANCE, INC.  
(a Delaware corporation)

TO THE SECRETARY OF STATE OF THE STATE OF DELAWARE;  
THE SECRETARY OF STATE OF THE STATE OF ALABAMA; AND  
THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of *Alabama Business Corporation Law* § 10A-2-11.01, *et. seq* and *Delaware Corporation Law* § 252, MA Appliance, Inc., an Alabama corporation, and Mazer Appliance, Inc., a Delaware corporation, adopt this Certificate of Merger as of this 20th day of December, 2018.

1. NAME, JURISDICTION AND DATE OF FORMATION OF ALABAMA CORPORATION. MA Appliance, Inc., an Alabama corporation (the "Alabama Corporation") was formed on March 4, 2014, under the laws of the State of Alabama by filing Articles of Incorporation with the Judge of Probate of Shelby County, Alabama and has an Alabama Entity ID Number of 298-611.

2. NAME, JURISDICTION, AND DATE OF FORMATION OF DELAWARE CORPORATION. Mazer Appliance, Inc., a Delaware corporation (the "Delaware Corporation"), was formed on August 29, 1947, under the laws of the State of Delaware by filing a Certificate of Incorporation with the office of the Secretary of State of the State of Delaware and has a Delaware File Number of 415920. The Alabama Corporation and the Delaware Corporation shall be referred to collectively as the "Constituent Corporations".

3. REGISTRATION TO DO BUSINESS IN ALABAMA. The Delaware Corporation is registered to do business in the State of Alabama. The Delaware corporation is registered in the State of Alabama with an Alabama Entity ID Number of 854-534.

4. SURVIVING CORPORATION. The Alabama Corporation is being merged with and into the Delaware Corporation. The Delaware Corporation shall be the surviving corporation of the merger (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware.

5. CERTIFICATE OF INCORPORATION. The Certificate of Incorporation of the Surviving Corporation shall be its certificate of incorporation.

6. AGREEMENT AND PLAN OF MERGER. An Agreement and Plan of Merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed, and acknowledged by each

of the Constituent Corporations in accordance with § 10A-2-11.01 of the *Alabama Business Corporation Law* and § 252 of the *Delaware Corporation Law*. The executed Agreement and Plan of Merger is on file at the following place of business of the Surviving Corporation: 2 41st Street South, Birmingham, Alabama 35222. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any Constituent Corporation.

7. MANNER AND BASIS OF CONVERTING THE SHARES OF THE ALABAMA CORPORATION INTO SHARES OF THE DELAWARE CORPORATION. Each shareholder of the Alabama Corporation shall receive one-half (1/2) of a voting common share of the Delaware Corporation in exchange for each voting common share of the Alabama Corporation owned by the shareholder. Immediately upon the effective date of the merger (as specified in Section 11), all issued and outstanding shares of common stock of the Alabama Corporation shall be cancelled.

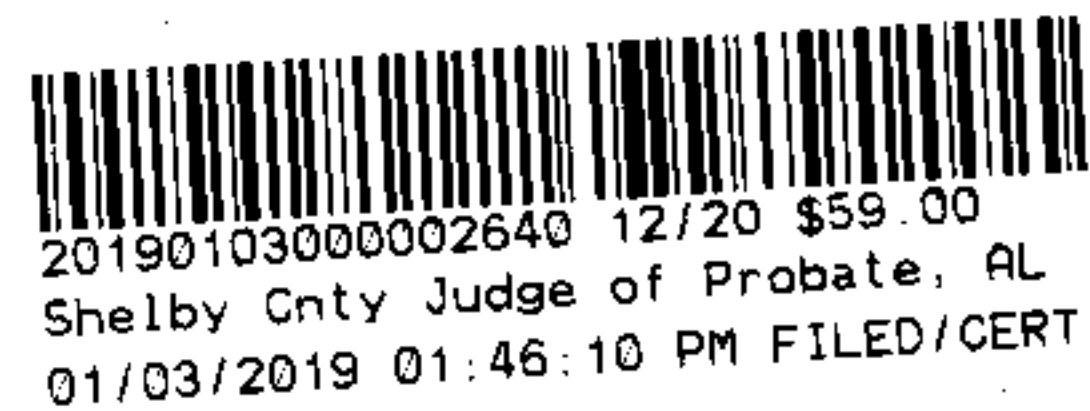
8. APPROVAL OF SHAREHOLDERS OF ALABAMA CORPORATION. The approval of the shareholders of the Alabama Corporation was required with respect to the Agreement and Plan of Merger. All one hundred (100) of the issued and outstanding shares of the common stock of the Alabama Corporation were voted in favor of approving the Agreement and Plan of Merger and the transactions contemplated therein, which vote was sufficient for the approval of the Agreement and Plan of Merger and transactions contemplated therein for the Alabama Corporation.

9. APPROVAL OF STOCKHOLDERS OF DELAWARE CORPORATION. The approval of the stockholders of the Delaware Corporation (to the extent such stockholders owned voting common stock) was required with respect to the Agreement and Plan of Merger. All nine hundred fifty (950) of the issued and outstanding shares of voting common stock of the Delaware Corporation were voted in favor of approving the Agreement and Plan of Merger and the transactions contemplated therein, which vote was sufficient for the approval of the Agreement and Plan of Merger and the transactions contemplated therein for the Delaware Corporation.

10. AUTHORIZED CAPITAL STOCK. The authorized capitalization of the Alabama Corporation consists of one thousand (1,000) shares of common stock par value of \$1.00 per share.

11. EFFECTIVE DATE OF THE MERGER. The merger shall be effective 11:59 pm on December 31, 2018.

[Signatures appear on following page]






IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the day and year first above written.

MA APPLIANCE, INC.,  
An Alabama corporation

By: Michael Mazer  
Michael Mazer  
Its President

MAZER APPLIANCE, INC.,  
A Delaware corporation

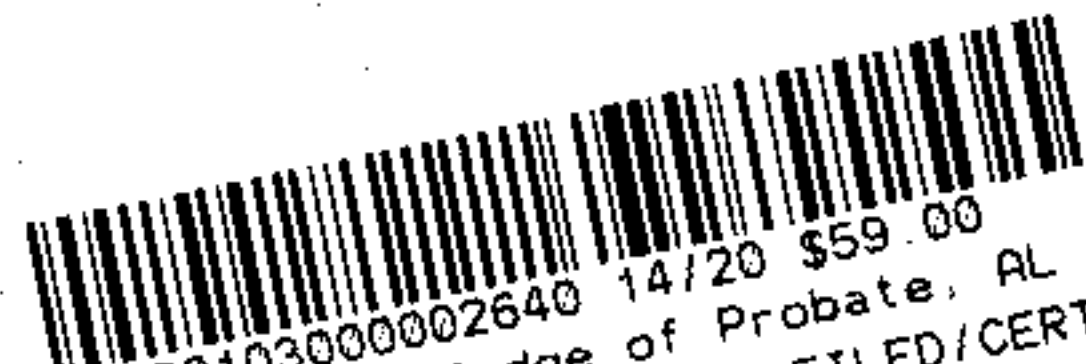
By: Michael Mazer  
Michael Mazer  
Its President

  
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**Exhibit A**

**Agreement and Plan of Merger**

**[See attached.]**

  
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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), dated as of December 20, 2018, by and between MA APPLIANCE, INC., an Alabama corporation (the "Alabama Corporation") and MAZER APPLIANCE, INC., a Delaware corporation (the "Delaware Corporation") (the Alabama Corporation and the Delaware Corporation are collectively referred to as the "Constituent Corporations").

### WITNESSETH:

WHEREAS, the Alabama Corporation is a corporation duly organized and validly existing under the laws of the State of Alabama, having been incorporated on March 4, 2014;

WHEREAS, the Delaware Corporation is a corporation duly organized and validly existing under the laws of the State of Delaware, having been incorporated on August 29, 1947;

WHEREAS, the authorized capitalization of the Alabama Corporation consists of One Thousand (1,000) shares of common stock, par value of \$1.00 per share, of which One Hundred (100) shares are currently issued and outstanding;

WHEREAS, the authorized capitalization of the Delaware Corporation consists of Three Thousand (3,000) shares of common stock, consisting of One Thousand (1,000) shares of voting common stock at the par value of \$100.00 per share, of which Nine Hundred Fifty (950) shares are currently issued and outstanding; and Two Thousand (2,000) shares of nonvoting common stock at the par value of \$100.00 per share, of which One Thousand Nine Hundred (1,900) shares are currently issued and outstanding;

WHEREAS, the Boards of Directors and the Shareholders of the Constituent Corporations have decided to merge the Constituent Corporations with each other on the terms described herein, with the Delaware Corporation surviving the merger (the "Merger");

WHEREAS, the Constituent Corporations intend that the following terms shall constitute an Agreement and Plan of Merger pursuant to § 10A-2-11.01 et. seq of the Alabama Business Corporation Law and § 252 of the Delaware General Corporation Law; and

WHEREAS, the Constituent Corporations desire that such merger be effected as a nontaxable reorganization in compliance with Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, the parties agree as follows:

1. Merger. In accordance with the provisions of this Plan of Merger, § 10A-2-11.01 et. seq of the *Alabama Business Corporation Law*, and § 252 of the *Delaware General Corporation*

Law, the Alabama Corporation shall be merged with and into the Delaware Corporation with the Delaware Corporation being the surviving corporation.

2. Terms and Conditions of Merger.

(a) Effective Date. The Merger shall become effective upon 11:59 p.m. on December 31, 2018 (the "Effective Date").

(b) Surviving Corporation. The Delaware Corporation shall survive the Merger and shall continue to be governed by the laws of the State of Delaware. The separate corporate existence of the Alabama Corporation shall immediately cease upon the Effective Date and, at that time, the Delaware Corporation and the Alabama Corporation shall be a single corporation (sometimes referred to as the "Surviving Corporation"). The Surviving Corporation's principal place of business shall be located at 2 41st Street South, Birmingham, Alabama 35222.

(c) Certificate of Incorporation. The Certificate of Incorporation of the Delaware Corporation shall be the Certificate of Incorporation of the Surviving Corporation upon the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof and applicable law.

(d) Bylaws. The Bylaws of the Delaware Corporation, shall be the Bylaws of the Surviving Corporation upon the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof and applicable law.

(e) Authorized Capital. The authorized capital stock of the Surviving Corporation upon the Effective Date shall be Three Thousand (3,000) shares of common stock, consisting of One Thousand (1,000) shares of voting common stock at the par value of \$100.00 per share; and Two Thousand (2,000) shares of nonvoting common stock at the par value of \$100.00 per share. The designations, powers, preferences and rights, and the qualifications, limitations or restrictions on the capital stock of the Surviving Corporation shall be as set forth in the Certificate of Incorporation of the Surviving Corporation or as subsequently adopted by the Surviving Corporation.

(f) Cancellation of the Alabama Corporation Stock. Each shareholder of the Alabama Corporation shall receive one-half (1/2) of a voting common share of the Delaware Corporation in exchange for each voting common share of the Alabama Corporation owned by the shareholder. Immediately upon the Effective Date, all issued and outstanding shares of common stock of the Alabama Corporation shall be cancelled.

(g) Retirement of Treasury Stock. Immediately upon the Effective Date, all shares of stock of the Alabama Corporation or the Delaware Corporation held in treasury on the Effective Date, if any, shall be retired and no shares of stock or any other securities of the Surviving Corporation shall be issued in respect thereof.

(h) Rights and Liabilities of Surviving Corporation. Upon the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, as well of a public as of a private nature, subject to all of the



restrictions, liabilities and duties of each of the Constituent Corporations; and all of the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due either of the Constituent Corporations on whatever account, as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such lien upon the Effective Date, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the members of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of or in connection with the Merger. Any action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

(i) Further Assurances of Title. If at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further acknowledgements, assignments or assurances in law or other similar actions are necessary or desirable to acknowledge, vest, perfect or confirm upon record or otherwise in the Surviving Corporation any right, title or interest in any property or rights of the Alabama Corporation held immediately prior to the Effective Date, the Alabama Corporation and its proper officers and directors shall and will execute and deliver all such proper acknowledgements, deeds, assignments or assurances in law and do all things necessary or proper to acknowledge, vest, perfect or confirm title to such property or rights in the Surviving Corporation as shall be necessary to carry out the purposes of this Plan of Merger. The Surviving Corporation and its proper officers and directors are fully authorized to take any and all action in the name of the Alabama Corporation to effect the foregoing.

3. Continuation of Corporate Acts, Plans, Employees and Certain Other Matters.


(a) Corporate Acts, etc. All corporate acts, plans, policies, contracts, approvals and authorizations of the Alabama Corporation, its shareholders, Board of Directors, committees of the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on the Alabama Corporation.

(b) Employees. The employees of the Alabama Corporation, if any, shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits, contractual and otherwise, they enjoyed as employees of the Alabama Corporation.

(c) Service of Process. The Surviving Corporation consents to be sued and may be served with process in the State of Alabama in any proceeding for enforcement of any obligation of the Surviving Corporation as well as for the enforcement of any of the obligations of the Alabama Corporation arising from the Merger, including any action or other proceeding to enforce the rights of any dissenting shareholder of the Alabama Corporation against the Surviving Corporation.

(d) Officers and Directors. The officers and directors of the Delaware Corporation on the Effective Date shall serve as the officers and directors of the Surviving Corporation until their successors are elected and shall qualify as otherwise provided in the Bylaws of the Surviving Corporation.

[Signatures appear on following page]

  
20190103000002640 18/20 \$59.00  
Shelby Cnty Judge of Probate: AL  
01/03/2019 01:46:10 PM FILED/CERT

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the  
Constituent Corporations as of the date first written above.

MAZER APPLIANCE, INC.

By: Michael Mazer  
Michael Mazer  
Its President

MA APPLIANCE, INC.

By: Michael Mazer  
Michael Mazer  
Its President

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Shelby Cnty Judge of Probate, AL  
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Secretary of State  
State of Alabama

I hereby certify that this is a true and complete  
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December 26, 2018  
DATE December 27, 2018

J. H. Merrill  
Secretary of State