# State of Tennessee

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## Department of State

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of MARYLAND REALTY COMPANY, a Tennessee Corporation and NEELY COBLE COMPANY, INC., a Tennessee Corporation, Merging into a Single Corporation, NEELY COBLE COMPANY, INC., a Tennessee Corporation, as the Surviving and Continuing Corporation. Said document was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

RUSH

FELIX Z. WILSON II REGISTER DAVIDSON COUNTY, TN

MAY 9 3 28 PM '83

IDENTIF. REFERENCE

H 4 6 7 4 8

**IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this** 29th **day of** April **in the year of our Lord nineteen hundred** eighty-three

*Secretary of State*

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ARTICLES OF MERGER
OF DOMESTIC CORPORATION
INTO NEELY COBLE COMPANY, INC.

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Pursuant to the provisons of Section 48-903 of the Tennessee General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The attached Plan of Merger was approved by each of the undersigned corporations in the manner prescribed by the Tennessee General Corporation Act.

2. As to Maryland Realty Company the Plan was duly adopted by unanimous written consent of the Stockholders on the 22ND day of April, 1983.

3. As to Neely Coble Company, Inc. the Plan was duly adopted by unanimous written consent of the Stockholders on the 26th day of April, 1983.

4. The effective date of the merger is May 1, 1983.

Dated the 26th day of April, 1983.

MARYLAND REALTY COMPANY

BY Mary H. Coble President
TITLE

NEELY COBLE COMPANY, INC.

BY Neely B. Coble, Jr.
NEELY B. COBLE, JR.
Chairman

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PLAN OF MERGER

A. The name of each constituent corporation is:

Neely Coble Company, Inc.

Maryland Realty Company

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B. The name of the surviving corporation is:

Neely Coble Company, Inc.

C. The terms and conditions of the proposed Merger are:

1. Neely Coble Company, Inc. shall receive all the assets of Maryland Realty Company and shall assume all of the liabilities and obligations of Maryland Realty Company.

2. The Officers and Directors of Neely Coble Company, Inc. at the effective time of the Merger shall remain in office until their respective successors are duly elected and qualified.

D. The manner and basis of converting the shares of Maryland Realty Company stock into Neely Coble Company, Inc. stock shall be as follows:

1. Each share of issued and outstanding Class A, voting, common stock of Maryland Realty Company shall be converted into thirteen (13) shares of Class A, voting, common stock of Neely Coble Company, Inc with a par value of $20.00 per share.

2. Each share of issued and outstanding Class B, non-voting, common stock of Maryland Realty Company shall be converted into thirteen (13) shares of Class B, non-voting, common stock of Neely Coble Company, Inc. with a par value of $20.00 per share.

3. As soon as practicable after the Merger becomes effective, the outstanding stock certificates of Maryland Realty Company at the time the Merger becomes effective shall be surrendered to Neely Coble Company, Inc. for exchange as provided above. Until so surrendered for exchange, each stock certificate representing common stock of Maryland Realty Company shall be deemed for all corporate purposes to evidence the ownership of the number of shares of common stock of Neely Coble Company, Inc. which the holder thereof would be entitled to receive under the above conversion plan.

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E. The amendment to be made to the Charter of Neely Coble Company, Inc. as a result of this Merger is as follows:

1. Article IV of the Certificate of Incorporation of Neely Coble Company, Inc. shall be amended to increase the number of authorized Class B, non-voting, common stock from 12,000 to 24,000 shares.

F. The effective date of this Merger shall be May 1, 1983.