

STATEMENT OF MERGER

2016 DEC 23 PM 1:34

Effective December 20, 2016, RE INVESTMENT COMPANY LLC, a Montana limited liability company ("RE InvestCo" or the "Surviving Entity") and PRO RENTALS & SALES, INC., an Idaho corporation ("PRS" or the "Merging Entity"), agreed as follows:

**I. Plan of Merger.** RE InvestCo and PRS entered into that certain Plan of Merger ("Plan of Merger") attached hereto as Exhibit A which provides for the merger of PRS into RE InvestCo.

**II. Merging Entity.**

- a) Merging Entity. The name of the Merging Entity is Pro Rentals & Sales, Inc.
- b) Governing Law. The Merging Entity was incorporated in Idaho as a corporation subject to Idaho law when its Articles of Incorporation were filed April 1, 1998. An application of authority has not been filed with the Montana Secretary of State.

**III. Surviving Entity.**

- a) Surviving Entity. The name of the Surviving Entity is RE Investment Company LLC.
- b) Governing Law. The Surviving Entity was incorporated in Montana as a limited liability company subject to Montana law when its Articles of Organization were filed October 20, 2014.
- c) Registered Agent. The Surviving Entity's registered agent is Corporate Creations Network Inc whose address is 1925 Grand Avenue #127, Billings, Montana 59102.
- d) Address. The Surviving Entity's principal place of business is 2414 U.S. Highway 2 E, Kalispell Montana 59901.

**IV. Merging Entity Director and Shareholder Approval.** The sole Director and the sole Shareholder of PRS has approved the merger with and into RE InvestCo and the consummation of the transactions contemplated by the Plan of Merger, upon the terms and subject to the conditions set forth in the Plan of Merger, the Idaho Entity Transactions Act ("IETA"), the Montana Limited Liability Company Act ("MLLCA") and all other applicable laws, and the Articles of Incorporation and Bylaws of PRS.

**V. Surviving Entity Manager and Member Approval.** The sole Manager and the sole Member of RE InvestCo has approved the merger of PRS with and into RE InvestCo and the consummation of the transactions contemplated by the Plan of Merger, upon the terms and subject

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to the conditions set forth in the Plan of Merger, the IETA, the MLLCA, all other applicable laws and the Articles of Organization and Operating Agreement of RE InvestCo.

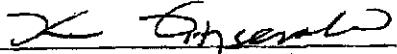
**VI. The Merger.** Upon the terms and subject to the conditions of the Plan of Merger, at the Effective Time (as defined in Article VII), in accordance with the IETA and MLLCA, the Merging Entity shall be merged with and into the Surviving Entity and the separate existence of the Merging Entity shall thereupon cease (the "Merger"). RE InvestCo shall be the surviving corporation in the Merger.

**VII. Effective Time of the Merger.** The Merger shall become effective as of 12:01 AM, Mountain Time on whichever is the later date a copy of these Articles of Merger or the Plan of Merger, and any other documents necessary to effectuate the Merger in accordance with the IETA and MLLC, are filed with the Secretary of State of the State of Idaho and the Secretary of State of the State of Montana (the "Effective Time").

**IN WITNESS WHEREOF**, the undersigned have caused these Articles of Merger to be duly executed by their authorized officers, as of the date set forth above, effective as of the filing of these Articles of Merger with the Secretary of State for the State of Montana.

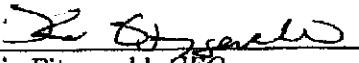
**SURVIVING ENTITY:**

RE Investment Company LLC

By:   
Kevin Fitzgerald, President

**MERGING ENTITY:**

Pro Rentals & Sales, Inc.

By:   
Kevin Fitzgerald, CEO

IDaho SECRETARY OF STATE

12/23/2016 05:00

CK:PREPAID CT:1157 BH:1560826

1@ 30.00 = 30.00 STMT MERGE #2

1@ 20.00 = 20.00 EXPEDITE C #3

## **PLAN AND STATEMENT OF MERGER**

Effective December 20 2016, **RE INVESTMENT COMPANY LLC**, a Montana limited liability company ("RE InvestCo" or the "Surviving Entity"), and **PRO RENTALS & SALES, INC.**, an Idaho corporation ("PRS" or the "Merging Entity"), agree as follows:

### **1. BACKGROUND.**

**1.1 Plan of Merger.** RE InvestCo and PRS have entered into this Plan of Merger ("Plan of Merger") which provides for the merger of PRS into RE InvestCo.

#### **1.2 Merging Entity.**

**1.2.1 Merging Entity.** The name of the Merging Entity is Pro Rentals & Sales, Inc.

**1.2.2 Governing Law.** The Merging Entity was incorporated in Idaho as a corporation subject to Idaho law when its Articles of Incorporation were filed April 1, 1998. An application of authority has not been filed with the Montana Secretary of State.

#### **1.3 Surviving Entity.**

**1.3.1 Surviving Entity.** The name of the Surviving Entity is RE Investment Company LLC.

**1.3.2 Governing Law.** The Surviving Entity was incorporated in Montana as a limited liability company and subject to Montana law.

**1.3.3 Registered Agent.** The Surviving Entity's registered agent is Corporate Creations Network Inc whose address is 1925 Grand Avenue #127, Billings, Montana 59102.

**1.3.4 Address.** The Surviving Entity's principal place of business is 2414 U.S. Highway 2 E, Kalispell Montana 59901.

**1.4 Merging Entity Director and Shareholder Approval.** The sole Director and the sole Shareholder of PRS has approved the merger with and into RE InvestCo and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in this Plan of Merger, the Idaho Entity Transactions Act ("IETA"), the Montana Limited Liability Company Act ("MLLCA") and all other applicable laws, and the Articles of Incorporation and Bylaws of PRS.

**1.5 Surviving Entity Manager and Member Approval.** The sole Manager and the sole Member of RE InvestCo has approved the merger of PRS with and into RE InvestCo and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject

to the conditions set forth in this Plan of Merger, the IETA, the MLLCA, all other applicable laws and the Articles of Organization and Operating Agreement of RE InvestCo.

## **2 THE MERGER.**

**2.1 The Merger.** Upon the terms and subject to the conditions of this Plan of Merger, at the Effective Time (as defined in Section 2.2), in accordance with the IETA and MLLCA, the Merging Entity shall be merged with and into the Surviving Entity and the separate existence of the Merging Entity shall thereupon cease (the "Merger"). RE InvestCo shall be the surviving limited liability company in the Merger.

**2.2 Effective Time of the Merger.** The Merger shall become effective as of 12:01 AM, Mountain Time on whichever is the later date a copy of this Plan of Merger, and any other documents necessary to effectuate the Merger in accordance with the IETA and MLLC, is filed with the Secretary of State of the State of Idaho and the Secretary of State of the State of Montana (the "Effective Time").

**2.3 Effects of Merger.** The Merger shall have the effects set forth in Section 30-22-206 of the IETA, Section 35-8-1203 of the MLLCA, and all other applicable laws.

## **3 SURVIVING CORPORATION.**

**3.1 Articles of Organization.** The Articles of Organization of the Surviving Entity shall be the Articles of Organization attached hereto as Exhibit A, and incorporated herein ("Articles of Organization").

**3.2 Operating Agreement.** The Operating Agreement of the Surviving Entity shall be the Operating Agreement attached hereto as Exhibit B, and incorporated herein ("Operating Agreement").

**3.3 Managers and Officers.** At and after the Effective Time, the officers of PRS and the managers and officers of RE InvestCo shall together be the manager and officers of the Surviving Entity, in each case until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Entity's Articles of Organization and Operating Agreement.

## **4 MEMBERSHIP.**

**4.1 Conversion of Merging Entity's Membership.** Upon the Effective Time, the sole Shareholder of the Merging Entity shall (without further action of the Merging Entity or the Surviving Entity) cease to become a member in the Surviving Entity because the sole Shareholder of the Merging Entity is the Surviving Entity.

**4.2 No Change to RE InvestCo Membership.** Upon the Effective Time, the sole Member of RE InvestCo, the Surviving Entity, will hold membership in the Surviving Entity

immediately after the Merger as held immediately prior to the Merger, subject to the terms and conditions of the Articles of Organization and Operating Agreement.

## **5 INTERPRETATION.**

**5.1 Amendment.** This Plan of Merger may be amended by an instrument in writing signed on behalf of each of the parties in accordance with Section 30-22-204 of the IETA.

**5.2 Notice.** All notices and other communication ("Notices") under this Plan of Merger (i) shall be in writing, and (ii) shall be addressed or delivered to the following relevant address or at such other address as shall be given in writing by a party to the other:

If to "RE InvestCo" / "Surviving Entity"      c/o Kevin Fitzgerald, President  
400 South Pointe Drive, Ste. 1803  
Miami Beach, Florida 33139

If to "PRS" / "Merging Entity"      c/o Kevin Fitzgerald, CEO  
400 South Pointe Drive, Ste. 1803  
Miami Beach, Florida 33139

With a copy to:  
Lauren Quattromani, Esq.  
AxS Law Group PLLC  
2121 NW 2<sup>nd</sup> Ave  
Miami, Florida 33132

Notices complying with the provisions of this Section shall be deemed to have been delivered (i) upon the date of delivery if delivered in person or by facsimile, or (ii) on the date of the postmark on the return receipt if deposited in the United States Mail, with postage prepaid for certified or registered mail, return receipt requested.

**5.3 Interpretation.** This Plan of Merger (and the other documents and instruments referenced in this Plan of Merger) (i) constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, among the parties, or any of them, regarding the subject matter of the agreements, (ii) shall not be assigned by operation of law or otherwise without the prior written consent of the other parties, and (iii) shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Montana.

**5.4 Counterparts.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

**5.5 Parties in Interest.** This Plan of Merger shall be binding upon and inure to the benefit of and be enforceable by the parties and their respective permitted successors and assigns. Nothing in this Plan of Merger, express or implied, is intended to confer upon any other person any rights, benefits or remedies of any nature whatsoever under or by reason of this Plan of Merger.

## 6 CERTIFICATION.

**6.1 Merging Entity.** By signing below, the President of the Merging Entity certifies that he is the duly elected and acting President, and that the sole Director and Shareholder approved this Plan of Merger.

**6.2 Surviving Entity.** By signing below, the CEO of the sole Manager of the Surviving Entity certifies that he is the duly elected and acting CEO of the sole Manager of RE InvestCo, and that the sole Manager and Member approved this Plan of Merger.

**IN WITNESS WHEREOF**, the undersigned have caused this Plan of Merger to be duly executed as of the date set forth above, effective as of the later date of filing of this Plan of Merger with the Secretary of State for the State of Idaho and the Secretary of State for the State of Montana.

### RE INVESTCO/SURVIVING ENTITY:

RE Investment Company LLC

By: K. Fitzgerald  
Kevin Fitzgerald, President

### PRS/MERGING ENTITY:

Pro Rentals & Sales, Inc.

By: Kevin Fitzgerald  
Kevin Fitzgerald, CEO