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DESOTO COUNTY, MS  
W.E. DAVIS, CH CLERK

ARTICLES OF MERGER  
of  
BROADMOOR INVESTMENT CORP.  
and  
WALKER HALL, INC.

Pursuant to the provisions of Section 48-21-107 of the Tennessee Business Corporation Act, the undersigned corporations adopt the following articles of merger:

1. The attached plan of merger was approved by each of the undersigned corporations in the manner prescribed by the Tennessee Business Corporation Act.
2. As to Broadmoor Investment Corp., the plan was duly adopted by written consent of the shareholders on December, 14, 2011.
3. As to Walker Hall, Inc., the plan was duly adopted by written consent of the shareholders on December, 14, 2011.
4. The surviving corporation is Broadmoor Investment Corp.

Dated: 12-14-11

State of Tennessee  
County of Shelby

Subscribed and sworn to (or affirmed) before me this  
14 day of December, 2011 by  
Melinda Hall McCloy

Lisa A. Jones  
Lisa A. Jones, Notary Public

Broadmoor Investment Corp.  
BY: Melinda Hall McCloy  
Melinda Hall McCloy, President

Walker Hall, Inc.  
BY: Melinda Hall McCloy  
Melinda Hall McCloy, President



Received by Tennessee Secretary of State Tre Hargett, 12/27/2011, 10:32:03, 6975.0024

**PLAN OF MERGER**  
**Of**  
**BROADMOOR INVESTMENT CORP.**  
**And**  
**WALKER HALL, INC.**

Pursuant to the provisions of ~~Section 48-21-102 of the Tennessee Business Corporation Act~~, the undersigned corporations adopt the following plan of merger:

1. The names of the corporations planning to merge are Broadmoor Investment Corp., and Walker Hall, Inc.
2. The name of the surviving corporation is Broadmoor Investment Corp.
3. The terms and conditions of the merger are: All assets and liabilities will be merged into and acquired by the surviving corporation, Broadmoor Investment Corp. The effective date of the merger will be December 31, 2011.
4. The manner and basis of converting the shares of each corporation into securities, cash, or other property is as follows: All shares of the corporation will be converted to shares of Broadmoor Investment Corp. Ownership percentages of all shareholders will be preserved.

Dated: 12-14-11

Broadmoor Investment Corp.  
BY Melinda Hall McCloy  
Melinda Hall McCloy, President

State of Tennessee  
County of Shelby

Subscribed and sworn to (or affirmed) before me this  
14<sup>th</sup> day of December, 2011 by  
Melinda Hall McCloy  
Lisa A. Jones  
Lisa A. Jones, Notary Public

Walker Hall, Inc.  
BY Melinda Hall McCloy  
Melinda Hall McCloy, President



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