

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 11/13/2015. Attached is a true and correct copy of the said filing.

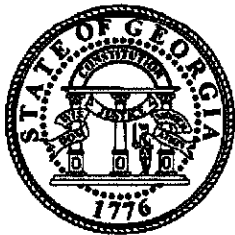
Surviving Entity:

BARTOW AREA BOARD OF REALTORS, INC. , a Domestic Nonprofit Corporation

Nonsurviving Entity/Entities:

GORDON ASSOCIATION OF REALTORS, INC. Georgia, a Domestic Nonprofit Corporation

WITNESS my hand and official seal in the City of
Atlanta and the State of Georgia on 01/25/2016



A handwritten signature in black ink, appearing to read 'B. P. Kemp'.

Brian P. Kemp
Secretary of State

Certificate of Merger

Bartow Area Board of Realtors, Inc., and Gordon Association of Realtors, Inc.

Effective November 13, 2015, Bartow Area Board of Realtors, Inc., a Georgia Nonprofit Corporation and Gordon Association of Realtors, Inc., a Georgia Nonprofit Corporation hereby merge. The name of the surviving corporation in the merger will be Bartow Area Board of Realtors, Inc., a corporation incorporated pursuant to the Georgia Nonprofit Corporation Code. The registered office of such corporation will continue to be located at 5784 Lake Forrest Drive, Atlanta, Georgia 30328 and its registered agent at such address will continue to be Reggie McCrary.

The executed plan of merger is on file at the principal place of business of the Bartow Area Board of Realtors, Inc. located at 5784 Lake Forrest Drive, Atlanta, Georgia 30328.

A copy of the plan of merger will be furnished by the surviving corporation or entity, on request and without cost, to any member of either corporation that is a party to the merger.

The boards of directors of both corporations approved the plan of merger.

Requisite notice of meeting to approve the merger was provided to the membership of the Gordon Association of Realtors, Inc. and on September 9, 2015, the merger was approved by a vote with 29 votes in favor of the merger, 4 votes opposed to the merger and 4 abstentions.

Requisite notice of meeting to approve the merger was provided to the membership of the Bartow Area Board Realtors, Inc. and on October 20, 2015, the merger was approved by a vote with 54 votes in favor of the merger and 2 votes opposed to the merger.

Bartow Area Board of Realtors, Inc.

BY:  _____

PRINT: David Roberts

Title: President

NOTICE OF MERGER

Notice is given that a Certificate of Merger effecting a merger by and between Bartow Area Board of Realtors, Inc., a Georgia Nonprofit Corporation and Gordon Association of Realtors, Inc., a Georgia Nonprofit Corporation will be delivered to the Secretary of State for filing in accordance with the Georgia Nonprofit Corporation Code. The name of the surviving corporation in the merger will be Bartow Area Board of Realtors, Inc., a corporation incorporated pursuant to the Georgia Nonprofit Corporation Code. The registered office of such corporation will continue to be located at 5784 Lake Forrest Drive, Atlanta, Georgia 30328 and its registered agent at such address will continue to be Reggie McCrary.