

CERTIFICATE OF OWNERSHIP AND MERGER VOL 1162 PAGE 833

DONNIE S. TANKERSLEY
R.M.C.
FILED
MAY 18 1979
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of
CONN ORGAN CORPORATION

with and into

C. G. CONN, LTD.

pursuant to

Section 253 of the General Corporation Law of the State of Delaware

C. G. CONN, LTD., a Delaware corporation ("Conn"), desiring to merge CONN ORGAN CORPORATION, an Indiana corporation ("Conn Organ"), with and into Conn pursuant to Section 253 of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That Conn is a corporation formed under the laws of the State of Delaware and Conn Organ is a corporation formed under the laws of the State of Indiana, and that Conn's Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on March 19, 1969.

SECOND: That the outstanding capital stock of Conn Organ consists of 1,000 shares of Common Stock, par value of \$100.00 per share, and that Conn owns all of said shares of Common Stock.

THIRD: That the Board of Directors of Conn, by resolutions duly adopted on September 14, 1978, determined to merge Conn Organ with and into Conn pursuant to Section 253 of the General Corporation Law of the State of Delaware and pursuant to the General Corporation Act of the State of Indiana, said resolutions being as follows:

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