

**ARTICLES OF DOMESTICATION OF  
INTERNATIONAL MAP INDUSTRY ASSOCIATION, INC.**

**PLAN OF DOMESTICATION**

1. **Purpose.** This Plan of Domestication (this “*Plan*”) of International Map Industry Association, Inc. a Florida corporation not for pecuniary profit (the “*Domesticating Corporation*”), is intended to accomplish the voluntary domestication of the Corporation (the “*Domestication*”) to become a Maryland nonstock corporation (the “*Domesticated Corporation*”) in accordance with Sections 607-11920 through 607.11924 of the Florida Business Corporation Act and Sections 617.1107 and 617.1803 of the Florida Not For Profit Corporation Act (collectively, the “*Act*”) and Section 5-207 and 3-901 through 3-907 of the Corporations and Associations Article of the Maryland Code (the “*Code*” and together with the Act, the “*Statutes*”).

2. **Filing and Effectiveness.** The Domestication shall become effective when the following actions have been completed:

A. This Plan and the Domestication shall have been adopted and approved by the board of directors and the members of the Domesticating Corporation (the “*Board*”) in accordance with the requirements of the Statutes; and

B. Executed Articles of Domestication, in substantially the form attached as Exhibit A shall have been filed with the Florida Department of State (“*FLDS*”), and executed Articles of Conversion and Articles of Incorporation, in substantially the form attached as Exhibit B and Exhibit C respectively, shall have been filed with the Maryland State Department of Assessments and Taxation (“*SDAT*”).

The date and time when the Domestication shall become effective shall be upon the filing of the Articles of Conversion and Articles of Incorporation with SDAT and such date and time is referred to as the “*Effective Date*.”

3. **Effect of the Domestication.** Upon the Effective Date, the Domesticated Corporation, for all purposes, shall be deemed to be the same entity as the Domesticating Corporation and the Domesticated Corporation shall (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date, (ii) shall continue to have the same employer identification number, (iii) be subject to all actions previously taken by the Domesticating Corporation’s board of directors, (iv) succeed, without other transfer, to all of the assets, rights, powers and property of the Domesticating Corporation, in the manner fully set forth in the Maryland General Corporation Law, (v) adopt and be subject to all policies of the Domesticating Corporation, (vi) continue to be subject to all of the debts, liabilities and obligations of the Domesticating Corporation as constituted immediately prior to the Effective Date, and (vii) succeed, without other transfer, to all of the debts, liabilities and obligations of the Domesticating Corporation in the same manner as if the Domesticated Corporation had itself incurred them.

4. **Bylaws, Directors and Officers.**

A. **Bylaws.** On the Effective Date, the Bylaws of the Domesticated Corporation,

attached hereto as Exhibit D, shall be the Bylaws of the Domesticated Corporation until duly amended in accordance with the provisions thereof and the applicable law.

- B. Directors and Officers. The directors and officers of the Domesticating Corporation immediately prior to the Effective Date shall be the directors and officers of the Domesticated Corporation, in the same positions, until their successors shall have been duly elected and qualified or until as otherwise provided by law or the Articles of Incorporation or Bylaws of the Domesticated Corporation. The directors of the Domesticated Corporation shall be ratified by the members.

The initial directors shall be:

Dave McIlhagga  
Bennett Moe  
Bridger DeVille  
Trent Stromberg  
Mark Cygan

The officers of the Domesticated Corporation shall be ratified by the board of directors. The initial officers shall be:

Dave McIlhagga, President  
Bridger DeVille, Secretary  
Trent Stromberg, Treasurer

5. **Membership.** Upon the Effective Date, each member of the Domesticating Corporation on the Effective Date shall become a member of the Domesticated Corporation of the same class and with the same rights, powers, and duties such member had as a member of the Domesticating Corporation on the Effective Date.

6. **Amendment.** This Plan may be amended by the Board prior to the filing of the Articles of Domestication with FLDS or the Articles of Conversion and Articles of Incorporation with SDAT; provided, that subsequent to approval of the plan by the members, this Plan shall not be amended without the approval of the members to change:

- A. The amount or kind of memberships, obligations, rights to acquire memberships, cash, or other property to be received by the members under this Plan;
- B. The Articles of Incorporation as they will be in effect immediately following the domestication, except for changes permitted by Section 617.1001 of the Act or by comparable provisions of the Code; or

- C. Any of the other terms or conditions of this Plan if the change would adversely affect any of the members in any material respect

## Exhibit D