

Jan. 20. 2017 4:28PM Zimmerman, Kiser & Sutcliffe  
 Division of Corporations No. 8827  
**Florida Department of State**  
**Division of Corporations**  
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To: Division of Corporations  
 Fax Number : (850)617-6380

From: Account Name : ZIMMERMAN, KISER, & SUTCLIFFE, P.A.  
 Account Number : I19990000006  
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*Mercer*  
 JAN 23 2017

R. WHITE\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: BROBBINSON@ZKSLAWFIRM.COM

**MERGER OR SHARE EXCHANGE**  
**PlanSource NGE, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

17 JAN 20 AM 9:50

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FLANSOURCE NGE, INC.

\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

BILL ROBBINSON, ESQ.

\_\_\_\_\_  
Contact Person

ZIMMERMAN KISER SUTCLIFFE P.A.

\_\_\_\_\_  
Firm/Company

315 E. ROBBINSON STREET, SUITE 600

\_\_\_\_\_  
Address

ORLANDO, FL 32801

\_\_\_\_\_  
City/State and Zip Code

BROBBINSON@ZKSLAWFIRM.COM

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BILL ROBBINSON, ESQ.

\_\_\_\_\_  
Name of Contact Person

At ( 407 ) 425-7010

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
PLANSOURCE NGE, INC.	FLORIDA	P16000099891

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
NEXT GENERATION ENROLLMENT, INC.	MICHIGAN	32492D

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 20 / 2017 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 01/20/2017

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 01/20/2017

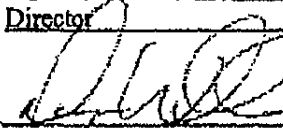
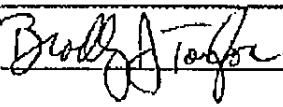
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
PLANSOURCE NGE, INC.		DAYNE WILLIAMS, PRES CEO D
NEXT GENERATION		BRADLEY J. TAYLOR, PRES CEO D
ENROLLMENT, INC.		

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**PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
PLANSOURCE NGE, INC.	FLORIDA
_____	_____

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
NEXT GENERATION ENROLLMENT, INC.	MICHIGAN
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The terms and conditions of the merger are as follows:

Attached in separate Plan of Merger.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: Attached in separate Plan of Merger.

*(Attach additional sheets if necessary)*

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**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Not applicable.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

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## PLAN OF MERGER

### OF NEXT GENERATION ENROLLMENT, INC. WITH AND INTO PLANSOURCE NGE, INC.

1. NEXT GENERATION ENROLLMENT, INC., a Michigan corporation ("NGE"), shall merge with and into PLANSOURCE NGE, INC., a Florida corporation ("PLANSOURCE NGE"), with PlanSource NGE as the surviving corporation.

2. Upon the consummation of the merger of NGE with and into PlanSource NGE, the separate existence of NGE shall cease. PlanSource NGE, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of PlanSource NGE shall not be affected by the merger and upon the merger, PlanSource NGE, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of NGE prior to the merger as provided in Section 607.1106 of the Florida Statutes. Subject to the terms of the Agreement and Plan of Merger, by and between Parent, as defined below, PlanSource NGE, NGE, and the stockholders of NGE, all rights of creditors and any person or persons dealing with NGE shall be preserved and remain unimpaired by the merger, all liens upon the properties of NGE shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of NGE shall henceforth attach to PlanSource NGE and may be enforced against PlanSource NGE to the same extent as if such obligations and duties had been incurred by PlanSource NGE. Additionally, any existing claim or action or proceeding pending by or against NGE or PlanSource NGE may be continued as if the merger did not occur or PlanSource NGE may be substituted in such proceedings for NGE.

3. The manner and basis of converting the shares of NGE into shares of PLANSOURCE HOLDINGS, INC., a Delaware corporation ("PARENT") are as follows:

(a) At the effective date of the merger, all of the shares of common stock of NGE issued and outstanding immediately prior to the merger shall be cancelled.

(b) At the effective date of the merger, each share of common stock of Parent issued and outstanding shall remain issued and outstanding and shall be unchanged as a result of the merger.

4. The Articles of Incorporation of Parent and PlanSource NGE are in effect at the time of the merger and shall remain unchanged as a result of the merger.

5. The effective date of the merger shall be as of the close of business on January 20, 2017.

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