

9/25/2018

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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**Daniel Systems, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE, FL**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)
Daniel Systems, Inc.	Florida	400276

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Daniel Integrated Software Corporation	Florida	V14941

**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** 09 / 30 / 2018 (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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on September 26, 2018 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on September 26, 2018 and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Daniel Systems, Inc.

Catherine A Boston

Catherina A. Bostron, Secretary

Daniel Integrated Software Corporation

Catherine A. Boston

Catherine A. Bostron, Secretary

## PLAN OF MERGER

PLAN OF MERGER (this "Plan of Merger"), dated as of September 26, 2018 by and between Daniel Integrated Software Corporation, a Florida corporation ("DISC"), and Daniel Systems, Inc., a Florida corporation ("Daniel Systems").

## RECITALS

WHEREAS, DISC is a Florida corporation with its registered office located in Florida, and Daniel Systems is a Florida corporation with its registered office located in Florida; and

WHEREAS, Daniel Systems owns 100% of the outstanding shares of stock of DISC; and

WHEREAS, in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Code"), the board of directors of Daniel Systems deems it advisable to merge DISC with and into Daniel Systems, following which Daniel Systems shall be the surviving corporation (the "Merger"), on the terms set forth herein.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

## ARTICLE I

### THE MERGER

Section 1.01. The Merger. The Merger shall have the effects prescribed by the Code. Accordingly, at the Effective Time (as defined below), DISC (the "Merging Company") shall be merged with and into Daniel Systems (the "Surviving Company") and, thereupon, the Surviving Company shall possess any and all purposes and powers of the Merging Company and all leases, licenses, property, rights, privileges and powers of whatever nature and description of the Merging Company shall be transferred to, vested in and devolved upon the Surviving Company, without further act or deed, and all of the debts, liabilities, duties and obligations of the Merging Company will become the debts, liabilities, duties and obligations of the Surviving Company.

Section 1.02. Filings; Effective Time.

(a) The Surviving Company shall prepare, execute and file Articles of Merger with the Florida Department of State in accordance with the Code and shall make all other filings or recordings required with respect to the Merger.

(b) The Merger shall become effective on September 30, 2018 at 11:59 p.m. EDT (the "Effective Time"). At the Effective Time, the separate corporate existence of the Merging Company shall cease and the Surviving Company shall be the surviving entity.

Section 1.03. Cancellation of Stock of the Merging Company. At the Effective Time:

(a) Each share of stock of the Surviving Company outstanding immediately prior to the Effective Date shall remain outstanding and shall constitute the only outstanding stock of the Surviving Company.

(b) Each share of stock of the Merging Company outstanding immediately prior to the Effective Date shall automatically be cancelled and shall cease to exist and no cash, stock or other consideration shall be delivered or deliverable with respect thereto.

## ARTICLE II

### THE SURVIVING COMPANY

Section 2.01. Certificate of Incorporation and Bylaws. From and after the Effective Time, the certificate of incorporation and bylaws of the Surviving Company shall be the certificate of incorporation and bylaws of the Surviving Company.

Section 2.02. Directors and Officers. From and after the Effective Time, the directors and officers of the Surviving Company serving as directors and officers of the Surviving Company immediately prior to the Effective Time shall be the directors and officers of the Surviving Company.

## ARTICLE III

### MISCELLANEOUS

Section 3.01. Additional Actions. If, at any time after the Effective Time, the Surviving Company determines or is advised that any further assignments, conveyances, filings or assurances or any other acts or things are necessary or desirable (a) to vest, perfect or confirm in the Surviving Company, its right, title or interest in, to or under any of the rights, properties or assets of the Merging Company acquired or to be acquired by the Surviving Company as a result of, or in connection with, the Merger, or (b) otherwise to carry out the purposes of this Plan of Merger, the directors and officers of the Surviving Company shall be authorized to execute and deliver, in the name and on behalf of the Merging Company, as the case may be, all such deeds, assignments, filings and assurances and to do, in the name and on behalf of the Merging Company, all such other acts and things necessary or desirable to vest, perfect or confirm any and all right, title or interest in, to or under such rights, properties or assets in the Surviving Company or otherwise to carry out the purposes of this Plan of Merger.

Section 3.02. Counterparts. This Plan of Merger may be executed in any number of counterparts and by the different parties on separate counterparts, and each such counterpart shall be deemed to be an original but all such counterparts shall together constitute one and the same Plan of Merger.

Section 3.03. Entire Agreement; No Third-Party Beneficiaries. This Plan of Merger and the documents referred to herein (a) constitute the entire agreement and supersede all prior agreements and understandings, both written and oral, between the parties with respect to the subject matter of this Plan of Merger and (b) are not intended to confer upon any person other than the parties hereto any rights or remedies.

Section 3.04. GOVERNING LAW. THIS PLAN OF MERGER SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT GIVING EFFECT TO CONFLICTS OF LAWS PRINCIPLES THEREOF.

*[Signature page follows]*

IN WITNESS WHEREOF, each of DISC and Daniel Systems has executed this Plan of Merger, or has caused this Plan of Merger to be executed on its behalf by a representative duly authorized, all as of the day and year first above written.

**DANIEL INTEGRATED SOFTWARE CORPORATION**

By: \_\_\_\_\_

Name: Ken Gray  
Title: CEO

**DANIEL SYSTEMS, INC.**

By: \_\_\_\_\_

Name: Ken Gray  
Title: CEO