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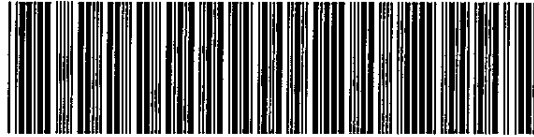
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PLAN AND AGREEMENT OF MERGER BETWEEN COOPERATIVES COMPUTER CENTER, INC. AND APPLIED TECHNOLOGY SOLUTIONS, INC.

This Plan and Agreement of Merger made and entered into on the 9th day of May, 2004, by and between Cooperatives Computer Center, Inc., a Florida Corporation, herein sometimes referred to as the Surviving Corporation, and Applied Technology Solutions, Inc., a North Carolina Corporation, said corporations hereinafter sometimes referred to jointly as the constituent Corporations.

WHEREAS Cooperatives Computer Center, Inc., is a Corporation organized and existing under the laws of the State of Florida, and the registered office of the Corporation being located at 5159 Woodlane Circle, in the City of Tallahassee, County of Leon, and the name of its registered agent in charge thereof being Don Stockton; and

WHEREAS Applied Technology Solutions, Inc., is a corporation organized and existing under the laws of the State of North Carolina, and the registered office of Applied Technology Solutions, Inc., located at 57 Office Park Drive, Jacksonville, North Carolina 38546;

and

WHEREAS the board of directors of each of the Constituent corporations deems it advisable that Applied Technology Solutions, Inc., be merged into Cooperatives Computer Center, Inc., on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Florida and North Carolina which permit such merger;

NOW THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, Cooperatives Computer Center, Inc., and Applied Technology

Solutions, Inc., by their respective boards of directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

Cooperatives Computer Center, Inc., and Applied Technology Solutions, Inc., shall be merged into a single corporation, in accordance with applicable provisions of the laws of the States of Florida and of North Carolina, by Applied Technology Solutions, Inc., merging into Cooperatives Computer Center, Inc., which shall be the surviving corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Florida and of the State of North Carolina, (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. The two Constituent Corporations shall be a single corporation, which shall be Cooperatives Computer Center, Inc., as the Surviving Corporation, and the separate existence of Applied Technology Solutions, Inc., shall cease except to the extent provided by the laws of the State of North Carolina, in the case of a corporation after its merger into another corporation.

2. Cooperatives Computer Center, Inc., shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger:

3. Cooperatives Computer Center, Inc., shall thenceforth be responsible and liable for

all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger;

4. The surviving corporation hereby agrees that it may be served with process in the State of North Carolina in any proceeding for the enforcement of any obligation of Applied Technology Solutions, Inc., arising from the merger, and hereby irrevocably appoints the Secretary of State of North Carolina as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of North Carolina duplicate copies of such process; and hereby authorizes the Secretary of State of the State of North Carolina to send forthwith by registered mail one of such duplicate copies of such process addressed to it at 5159 Woodlane Circle, Tallahassee, Florida 32303-6899, unless said surviving corporation shall hereafter designate in writing to such Secretary of State of the State of North Carolina, a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

5. The Bylaws of Cooperatives Computer Center, Inc., as existing and constituted immediately prior to the effective date of merger shall be and constitute the bylaws of the Surviving Corporation;

6. The board of directors, and the members thereof, and the officers, of Cooperatives Computer Center, Inc., immediately prior to the effective date of merger shall be and constitute the board of directors, and the members thereof, and the officers of the Surviving Corporation.

ARTICLE III

The Certificate of Incorporation of the Corporation shall not be amended in any respect, by reason of this Agreement of Merger, and said Certificate of Incorporation, as filed in the office of the Secretary of State of the State of Florida, shall constitute the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law.

ARTICLE IV

Cooperatives Computer Center, Inc., as the Surviving Corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE V

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of Applied Technology Solutions, Inc., the proper officers and directors of Applied Technology Solutions, Inc., shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE VI

This Plan and Agreement of Merger shall be submitted to the shareholders and stockholders of each of the constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders of each of the Constituent Corporations in accordance with the requirements of the laws of the State of Florida and the State of North Carolina, respectively, and upon the execution, filing and recording of such documents and the doing of such acts and things as

shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Florida and of the State of North Carolina, as heretofore amended and supplemented.

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporations by an appropriate resolution of its board of directors at any time prior to its approval or adoption by the shareholders and stockholders thereof, or by the mutual consent of the Constituent Corporations evidenced by appropriate resolution of their respective boards of directors, at any time prior to the effective date of the Merger.

IN WITNESS WHEREOF, Cooperatives Computer Center, Inc., and Applied Technology Solutions, Inc., pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused this Plan and Agreement of Merger to be executed by the President and Attested by the Secretary of each party hereto, and the corporate seal affixed.

Attest:

COOPERATIVES COMPUTER CENTER,
INC.


J. RONALD MCELHENY
SECRETARY


BY: DON STOCKTON
EXECUTIVE MANAGER

Attest:

APPLIED TECHNOLOGY SOLUTIONS, INC.


J. RONALD MCELHENY
SECRETARY


BY: DON STOCKTON
EXECUTIVE MANAGER

I, J. RONALD MCELHENY, Secretary of COOPERATIVES COMPUTER CENTER, INC.,

a corporation organized and existing under the laws of the State of Florida, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the Executive Manager and Secretary of COOPERATIVES COMPUTER CENTER, INC., a corporation of the State of Florida, was duly submitted to the stockholders of said COOPERATIVES COMPUTER CENTER, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 5,010 shares of stock of said corporation were on said date issued and outstanding and that the holders of 5,010 shares voted by ballot in favor of said Agreement of Merger and the holders of -0- shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said COOPERATIVES COMPUTER CENTER, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand and seal of said COOPERATIVES COMPUTER CENTER, INC., on this 9th day of May, 2004.


J. RONALD MCELHENY
SECRETARY

THE ABOVE AGREEMENT OF MERGER, having been executed by the Executive

Manager and Secretary of each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Florida, and the fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, the President and Secretary of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by the authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporation, on the 9th day of May, 2004.



J. RONALD MCELHENY
SECRETARY

COOPERATIVES COMPUTER CENTER,
INC.



BY: DON STOCKTON
EXECUTIVE MANAGER

APPLIED TECHNOLOGY SOLUTIONS, INC.



J. RONALD MCELHENY
SECRETARY



BY: DON STOCKTON
EXECUTIVE MANAGER