

696351

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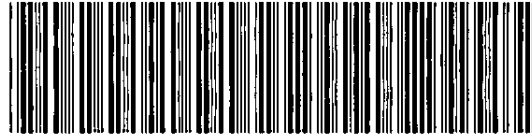
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SECTION OF DEPT OF AGRICULTURE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

JUN - 2 2014

T. CARTER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE *Signature* 158685 4304557

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 30, 2014

ORDER TIME : 1:01 PM

ORDER NO. : 158685-010

CUSTOMER NO: 4304557

ARTICLES OF MERGER

CRAMER, JOHNSON, WIGGINS &
ASSOCIATES, INC.

INTO

CRAMER, JOHNSON, WIGGINS &
ASSOCIATES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Emily Gray

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cramer, Johnson, Wiggins & Associates, 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:

John R. Obiala
Contact Person

Vedder Price P.C.
Firm/Company

222 N. LaSalle Street, Suite 2600
Address

Chicago, IL 60601
City/State and Zip Code

jobiala@vedderprice.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John R. Obiala At (312) 609-7522
Name of Contact Person 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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

14 MAY 30 AM 9:51

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)
Cramer, Johnson, Wiggins & Associates, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Cramer, Johnson, Wiggins & Associates, Inc.	Florida	696351

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 / / (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.)

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 May 28, 2014.

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 May 28, 2014.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Cramer, Johnson, Wiggins
& Associates, Inc.

X Robert Hogan

Robert B. Hogue, Chief Financial
Officer and Secretary

Cramer, Johnson, Wiggins
& Associates, Inc.

x Robert Hogan

Robert B. Hogue, Chief Financial
Officer and Secretary

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:

Name

Jurisdiction

Cramer, Johnson, Wiggins & Associates, Inc. Delaware

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Cramer, Johnson, Wiggins & Associates, Inc. Florida

_____	_____
_____	_____
_____	_____
_____	_____

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

See attached Agreement and 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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

of

CRAMER, JOHNSON, WIGGINS & ASSOCIATES, INC.

(A FLORIDA CORPORATION)

into

CRAMER, JOHNSON, WIGGINS & ASSOCIATES, INC.

(A DELAWARE CORPORATION)

AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") dated as of May 28, 2014 by and between Cramer, Johnson, Wiggins & Associates, Inc., a Florida corporation ("CJW Florida"), and Cramer, Johnson, Wiggins & Associates, Inc., a Delaware corporation ("CJW Delaware").

WITNESSETH:

WHEREAS, it has been proposed that CJW Florida shall merge with and into CJW Delaware; whereby CJW Delaware will be the Surviving Corporation (as defined below) of the merger (the "Merger"), pursuant to Section 252 of the Delaware General Corporation Law ("Delaware Law"); and

WHEREAS, the Board of Directors of each of CJW Florida and CJW Delaware has adopted and approved the Merger in accordance with Delaware Law; and

WHEREAS, the sole shareholder of each of CJW Florida and CJW Delaware has approved the Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties, this Plan of Merger, and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. **Terms and Conditions of Merger.** As of the Effective Time (defined below), CJW Florida shall pursuant to Delaware Law be merged with and into CJW Delaware and the separate corporate existence of CJW Florida shall thereupon cease; and CJW Delaware shall be the entity surviving the Merger and shall continue to exist as a Delaware corporation under Delaware Law. CJW Delaware shall hereinafter sometimes be referred to as the "Surviving Corporation." As of the Effective Time, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of CJW Florida and CJW Delaware (collectively referred to as the "Constituent Corporations"), and shall be subject to all the restrictions, disabilities and duties of both of the Constituent Corporations. All the property, real, personal and mixed, and franchises of both of the Constituent Corporations, and all debts due to either of the Constituent Corporations on whatever account,

including subscriptions to shares and other choses in action belonging to either of the Constituent Corporations, and all and every other interest shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed. All rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of both of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation, to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation, all with the effect set forth in Delaware Law, as applicable.

2. Effective Time. Upon the execution of this Agreement and Plan of Merger, the Surviving Corporation will submit a Certificate of Merger to the Delaware Secretary of State. The Certificate of Merger and the Merger shall be effective as of the date of the filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Time").

3. Tax Consequences. The Merger shall constitute a tax-free reorganization or merger pursuant to the Internal Revenue Code of 1986, as amended.

4. Certificate of Merger of Surviving Corporation. The Certificate of Incorporation of CJW Delaware, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation.

5. Bylaws of Surviving Corporation. The Bylaws of CJW Delaware, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until amended, changed or repealed as provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, and in the manner prescribed by Delaware Law.

6. Management of Surviving Corporation. As of the Effective Time, the directors of CJW Delaware immediately prior to the Effective Time will be the directors of the Surviving Corporation, and the officers of CJW Delaware immediately prior to the Effective Time will be the officers of the Surviving Corporation, in each case until their successors are elected and qualified.

7. Common Stock of CJW Florida. All of the shares of stock of CJW Florida shall be canceled and extinguished as of the Effective Time, without any action by CJW Florida or the holder of any of its shares of stock.

8. Telecopy Execution and Delivery. A facsimile, PDF or other reproduction of this Plan of Merger may be executed by one or more parties hereto, and an executed copy of this Plan of Merger may be delivered by one or more parties hereto by facsimile, PDF or similar electronic transmission device pursuant to which the signature of or on behalf of such party can be seen, and such execution and delivery shall be considered valid, binding and effective for all purposes.

[SIGNATURE PAGE FOLLOWS]

(Signature Page to Agreement and Plan of Merger)

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed on the date first set forth above.

**CRAMER, JOHNSON, WIGGINS &
ASSOCIATES, INC., a Florida corporation**

By: Robert Hogue
Name: Robert B. Hogue
Title: Chief Financial Officer and Secretary

**CRAMER, JOHNSON, WIGGINS &
ASSOCIATES, INC., a Delaware corporation**

By: Robert Hogue
Name: Robert B. Hogue
Title: Chief Financial Officer and Secretary