

157378

Florida Department of State
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**MERGER OR SHARE EXCHANGE
PSCU INCORPORATED**

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$70.00

2023 DEC 21 PM 5:06

2023 DEC 21 AM 9:16

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ARTICLES OF MERGER (Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not for Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known, applicable)
PSCU Incorporated	Delaware	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known, applicable)
PSCU Incorporated	Florida	757378

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on December 28, 2023.

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on December 21, 2023. The number of directors in office was one (1). The vote for the plan was as follows: 1 FOR 0 AGAINST.

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)

The plan of merger was adopted by the members of the merging corporation(s) on December 13, 2023. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 321 FOR 15 AGAINST.

Seventh: SIGNATURES FOR EACH CORPORATION
(See signature page)

[Signature Page Follows]

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2023 DEC 21 AM 9:46
CLERK OF COURT
JUDICIAL DISTRICT OF CLATSOP COUNTY

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 21st day of December, 2023.

PSCU Incorporated,
a Florida not for profit corporation

Steven Salzer

By: _____
Name: Steven Salzer
Title: Senior Vice President and General Counsel

PSCU Incorporated,
a Delaware nonprofit nonstock corporation

Steven Salzer

By: _____
Name: Steven Salzer
Title: Senior Vice President and General Counsel

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2023 DEC 21 AM 9:46
T. J. W. S. E. P. C.

PLAN OF MERGER

(See attached)

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CLERK OF COURT

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement"), dated as of December 21, 2023 is by and between PSCU Incorporated, a Florida not-for-profit corporation ("PSCU FL"), and PSCU Incorporated, a Delaware nonprofit nonstock corporation ("PSCU DE"), pursuant to Section 617.1101 of the Florida Corporations Not For Profit Act (the "Act") and Section 256 of the General Corporation Law of the State of Delaware (the "DGCL").

WITNESSETH:

WHEREAS, PSCU FL is a not-for-profit corporation duly organized and in good standing under the laws of the State of Florida;

WHEREAS, PSCU DE is a nonprofit nonstock corporation duly organized and in good standing under the laws of the State of Delaware PSCU DE;

WHEREAS, the parties hereto desire that, upon the terms and subject to the conditions stated herein, PSCU FL be merged with and into PSCU DE, with PSCU DE continuing as the surviving corporation in such merger (the "Merger");

WHEREAS, by resolution duly adopted on November 2, 2023, the Board of Directors of PSCU FL determined that the Merger is advisable and in the best interests of PSCU FL and its members and determined to merge itself with and into PSCU DE pursuant to Section 256 of the DGCL;

WHEREAS, the members of PSCU FL, pursuant to a special meeting held on December 13, 2023, authorized and approved a reorganization of PSCU FL, whereby PSCU FL would merge with and into PSCU DE;

WHEREAS, the Board of Directors of PSCU FL has approved and declared advisable this Merger Agreement and the transactions contemplated hereby and authorized an officer of PSCU FL to execute and deliver this Merger Agreement in accordance with the Act, including Sections 617.1101, 617.1103, and 617.1107 of the Act, and the DGCL; and

WHEREAS, there are no members of PSCU DE entitled to vote and the Board of Directors of PSCU DE has approved and declared advisable this Merger Agreement and the transactions contemplated hereby and authorized an officer of PSCU DE to execute and deliver this Merger Agreement.

NOW, THEREFORE, in consideration of the premises, mutual agreements and covenants set forth herein, the parties hereto agree as follows:

ARTICLE I: The Merger; Names of Merging Corporations and Surviving Corporation.

(a) The corporations proposing to merge are PSCU FL and PSCU DE. Upon the terms and subject to the conditions set forth in this Merger Agreement, at the Effective Time (as

defined below), PSCU FL shall be merged with and into PSCU DE, and the separate existence of PSCU FL shall cease and PSCU DE shall be the corporation surviving the Merger (hereinafter referred to as the "Surviving Corporation"), which shall continue to exist under, and be governed by, the laws of the State of Delaware. The Merger shall have the effects specified in the DGCL, including Section 256 of the DGCL, the Act, including Section 617.1106 of the Act, and this Merger Agreement.

(b) Subject to Article 7 hereof, the Merger shall become effective upon the later of (i) the time of filing of the Delaware Certificate of Merger (the "Delaware Certificate of Merger") with the Secretary of State of the State of Delaware, pursuant to Section 256 of the DGCL, (ii) the acceptance for filing of the Florida Articles of Merger (the "Florida Articles of Merger"), to be prepared and filed with the Florida Department of State in accordance with the Section 617.1105 of the Act, and (iii) such other time as mutually agreed upon by the parties and set forth in the Delaware Certificate of Merger and the Florida Articles of Merger (the "Effective Time").

ARTICLE 2: Directors and Officers. The directors and officers of PSCU FL immediately prior to the Effective Time will, from and after the Effective Time, be the directors and officers of the Surviving Corporation, until their respective successors will have been duly elected, designated or qualified, or until their earlier death, resignation or removal in accordance with the Surviving Corporation's certificate of incorporation and bylaws.

ARTICLE 3: Changes in Governing Documents Effected by Merger.

(a) The certificate of incorporation of PSCU DE in effect immediately prior to the Effective Time shall continue to be the certificate of incorporation of the Surviving Corporation. In connection with the filing and effectiveness of the Delaware Certificate of Merger, the certificate of incorporation of the Surviving Corporation shall, by virtue of the Merger and without any further action, be amended as of the Effective Time in the form attached hereto as Exhibit A.

(b) The bylaws of PSCU DE in effect immediately prior to the Effective Time, as amended by that certain written consent of the sole director of PSCU DE dated as of the date of this Merger Agreement and to be effective as of the Effective Time, shall continue to be the bylaws of the Surviving Corporation until amended in accordance with their terms and the DGCL.

ARTICLE 4: Terms and Conditions of Merger; Manner and Basis of Converting Memberships. At the Effective Time, by virtue of the Merger and without any action on the part of the parties hereto, each Member interest of PSCU FL (a "Florida Member Interest" and collectively, the "Florida Member Interests") issued and outstanding immediately prior to the Effective Time shall be automatically converted into one Member interest of the Surviving Corporation (a "Delaware Member Interest" and collectively, the "Delaware Member Interests"). Prior to the Effective Time, there were no issued and outstanding Member interests of PSCU DE.

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ARTICLE 5: Transfer, Conveyance and Assumption. Without limiting the generality of the foregoing, at the Effective Time, (i) the Surviving Corporation shall, without further transfer, succeed to and possess all of the rights, privileges, franchises, immunities and powers of PSCU FL; (ii) all of the assets and property of whatever kind and character of PSCU FL shall vest in the Surviving Corporation without further act or deed; and (iii) the Surviving Corporation, shall, without further act or deed, assume and be subject to all of the duties, liabilities, obligations and restrictions of every kind and description of PSCU FL, including, without limitation, all outstanding indebtedness of PSCU FL.

ARTICLE 6: Further Assurances. In the event that this Merger Agreement shall have been fully approved and adopted by the PSCU FL and its Members in accordance with the provisions of the Act and by the Board of Directors of PSCU DE in accordance with the provisions of the DGCL, PSCU FL and PSCU DE agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the Merger herein provided.

ARTICLE 7: Termination. This Merger Agreement may be terminated by the mutual written consent of PSCU FL and PSCU DE. In the event of the termination of this Merger Agreement, this Merger Agreement shall become null and void and have no effect, without any liability on the part of either PSCU FL or PSCU DE, or any of their respective Members, directors or officers.

ARTICLE 8: Amendments; Waivers.

(a) Any provision of this Merger Agreement may, subject to applicable law, be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by PSCU FL and PSCU DE, provided that an amendment shall not (i) alter or change the amount or kind of interests, property and/or rights to be received in exchange for or on conversion of any or all Florida Member Interests to be effected by the Merger; (ii) alter or change any term of the certificate of incorporation of the Surviving Corporation; or (iii) alter or change any of the terms and conditions of this Merger Agreement if such alteration or change would adversely affect the holders of any Member interests of PSCU FL.

(b) No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

ARTICLE 9: Successors and Assigns. The provisions of this Merger Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or obligations under this Merger Agreement without the consent of the other party hereto.

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ARTICLE 10: Governing Law. This Merger Agreement shall be governed and construed in accordance with and governed by the laws of the State of Delaware, without reference to principles of conflicts of law to the extent such principles or rules would require or permit the application of the laws of another jurisdiction; provided, that with respect to the effectiveness of the Merger under the laws of the State of Florida and matters relating to the fiduciary duties of the Board of Directors of PCSU FL, this Merger Agreement will be construed in accordance with and governed by the laws of the State of Florida without reference to the principles of conflicts of laws to the extent such principles or rules would require or permit the application of the laws of another jurisdiction.

ARTICLE 11: Consent to Jurisdiction. Subject to the terms of the proviso set forth in Article 12 hereof, each of the parties hereto hereby irrevocably submits to the exclusive jurisdiction of the Delaware Court of Chancery, or the United States District Court for the District of Delaware, over any action or proceeding arising out of or relating to this Merger Agreement and the transactions contemplated hereby and each of the parties hereto irrevocably agrees that, subject to the proviso set forth in Article 10 hereof, all claims in respect of such action or proceeding shall be heard and determined in such Delaware state or federal court.

ARTICLE 12: Counterparts; Effectiveness. This Merger Agreement may be signed in any number of counterparts, each of which shall be considered to be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Merger Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto, and all executed counterparts together shall constitute one and the same instrument.

[Signature page follows]

FILED
2023 DEC 21 AM 9:17
HALL COUNTY CLERK
FLA.

IN WITNESS WHEREOF, the undersigned, being authorized officers of the constituent corporations, have executed this Merger Agreement as of the date first above written.

PSCU FL:

PSCU Incorporated
a Florida non-profit corporation

Steven Salzer

By: _____

Name: Steven Salzer

Title: Senior Vice President and General Counsel

PSCU DE / SURVIVING CORPORATION:

PSCU Incorporated
a Delaware nonprofit nonstock corporation

Steven Salzer

By: _____

Name: Steven Salzer

Title: Senior Vice President and General Counsel

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NOTARIAL SEAL

EXHIBIT A**Amendment to the Certificate of Incorporation**

Article Fifth of the PSCU DE Certificate of Incorporation of shall be amended in its entirety and the following shall be inserted in lieu thereof:

FIFTH. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than five (5). Except as otherwise specifically set forth herein, the qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

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STATE OF DELOWARE