

FD 000005391

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

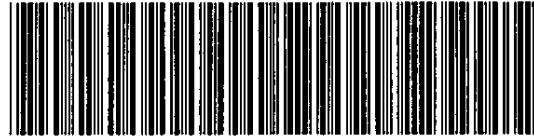
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500292967825

16 DEC 13 AM 10:04
SECRET
TALL 1000 0000 0000 0000

merger
DEC 14 2016
R. WHITE

RECEIVED
16 DEC 12 PM 5:24
SUFFICIENCY OF FILING

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

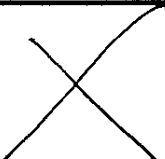

850-508-1891 (cell)

Date: 12/12/16
ACCT. I20160000072

Eric DW

Name:	The Florida Incorporating Company
Document #:	
Order #:	10287355

Certified Copy of Arts & Amend:				
Plain Copy:				
Certificate of Good Standing:				
Apostille/Notarial Certification:			Country of Destination:	
			Number of Certs:	

Filing: 	Certified:
	 Plain:
	COGS:

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 70

Thank you!

RECEIVED
16 DEC 12 PM 3:41
SUFFICIENCY OF FILING

STATE OF FLORIDA
ARTICLES OF MERGER
OF

FILED
16 DEC 13 AM 10:04
SEAL
TALLAHASSEE, FLORIDA

THE FLORIDA INCORPORATING COMPANY
(a Florida corporation)

INTO

BUSINESS FILINGS INCORPORATED
(a Delaware corporation)

Pursuant to Sections 607.1104 and 607.1105 of the Florida Business Corporation Act ("Florida Act"), The Florida Incorporating Company, a Florida corporation, Document Number P06000003740 ("TFIC"), and Business Filings Incorporated, a Delaware corporation, Document Number 3579254 ("Parent"), adopt the following Articles of Merger. TFIC is a wholly-owned subsidiary of Parent. The name of the surviving corporation, upon the effective date of merger, will be Business Filings Incorporated.

ADOPTION OF PLAN

On the 8th day of December, 2016, the Board of Directors of Parent adopted the Agreement and Plan of Merger attached hereto as Exhibit A. Shareholder approval on behalf of TFIC and Parent were not required pursuant to Section 607.1104 of the Florida Act.

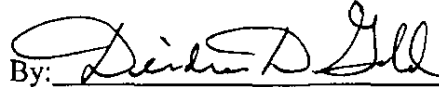
PLAN OF MERGER

The plan of merger is as set forth in the Agreement and Plan of Merger attached hereto as Exhibit A.

EFFECTIVE DATE

The merger of TFIC with and into Parent will become effective on December 31, 2016.

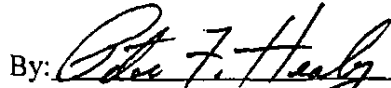
**THE FLORIDA INCORPORATING
COMPANY**, a Florida corporation

By: 

Name: Deidra D. Gold

Title: Executive Vice President & Secretary

BUSINESS FILINGS INCORPORATED,
a Delaware corporation

By: 

Name: Peter F. Healy

Title: Vice President, Assistant Secretary &
Assistant Treasurer

EXHIBIT A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "**Plan of Merger**") is made this 8th day of December, 2016, by and between The Florida Incorporating Company, a Florida corporation ("**TFIC**"), and Business Filings Incorporated, a Delaware corporation ("**BFI**").

WITNESSETH:

WHEREAS, TFIC is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, BFI is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware; and

WHEREAS, BFI owns one hundred percent (100%) of the issued and outstanding capital stock of TFIC; and

WHEREAS, the Board of Directors of BFI deem it advisable and beneficial to both corporations that TFIC be merged with and into BFI (the "**Merger**"), with BFI as the surviving corporation, pursuant to the provisions of the Florida Business Corporation Act (the "**Florida Act**"), the Delaware General Corporation Law (the "**Delaware Code**") and this Plan of Merger; and

NOW, THEREFORE, for the purpose of prescribing the terms and conditions of the Merger in such other details and provisions as are deemed necessary or advisable, BFI hereby sets forth the terms of the Merger as follows:

1. Merger. The names of the entities which are to be merged are The Florida Incorporating Company and Business Filings Incorporated. Subject to the terms and conditions of this Plan of Merger, and in accordance with the provisions of the Florida Act and the Delaware Code, at the Effective Date (as hereinafter defined), TFIC shall be merged with and into BFI, the separate existence of TFIC shall cease, and BFI shall be the surviving corporation (in its capacity as the surviving corporation, BFI is hereinafter sometimes referred to as the "**Survivor**") and as such shall continue its existence under the laws of the State of Delaware.

2. Continuation of Corporate Existence. The corporate existence and identity of Survivor, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the Merger and the corporate existence and identity of TFIC with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date, shall be merged with and into that of BFI and Survivor shall be vested fully therewith and the separate corporate existence and identity of TFIC shall thereafter cease, except to the extent continued by statute.

3. Effective Date. The Merger shall become effective as of December 31, 2016 (the "**Effective Date**"). The Articles of Merger and other necessary documents, will be filed with the Florida Secretary of State and Delaware Secretary of State in such form as required by, and executed in accordance with, the relevant provisions of the Florida Act and the Delaware Code in order to effect the Merger as of the Effective Date.

4. Corporate Government.

a. The Certificate of Incorporation of BFI, as in effect at the Effective Date, shall continue in full force and effect and shall be the Certificate of Incorporation of the Survivor.

b. The Bylaws of BFI, as in effect at the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Survivor.


c. The members of the Board of Directors and the officers of BFI immediately preceding the Effective Date shall be the persons holding such positions for Survivor as of and immediately following the Effective Date.

5. Cancellation of Shares. Upon the Effective Date, by virtue of the Merger and without any further action on the part of any holder of capital stock of TFIC or BFI, all of the shares of each class and series of capital stock of TFIC shall be cancelled and retired; and all of the shares of each class and series of capital stock of BFI shall remain unchanged and outstanding.

6. Transfer of Property. Upon the Effective Date, all property, real, personal and mixed, of TFIC, and all debts due, as well as all other things and causes of action belonging to TFIC, shall be vested in the Survivor, and shall thereafter be the property of the Survivor as they were of TFIC, and the title to any real property vested by deed or otherwise, shall not revert or be in any way impaired by reason of the Merger, but rather shall immediately vest in the Survivor without further action by TFIC or BFI. All rights of creditors and all liens upon any property of TFIC shall be preserved unimpaired, and all debts, liabilities and duties of TFIC that have merged shall attach to the Survivor and may be enforced against the Survivor to the same extent as if the debts, liabilities and duties had been incurred or contracted by the Survivor.

IN WITNESS WHEREOF, the foregoing Plan of Merger is hereby executed as of the day and year first above written.

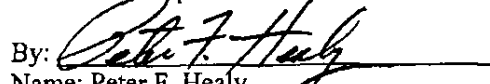
**THE FLORIDA INCORPORATING
COMPANY**, a Florida corporation

By: 

Name: Deidra D. Gold

Title: Executive Vice President & Secretary

BUSINESS FILINGS INCORPORATED,
a Delaware corporation

By: 

Name: Peter F. Healy

Title: Vice President, Assistant Secretary &
Assistant Treasurer