

F03000002497

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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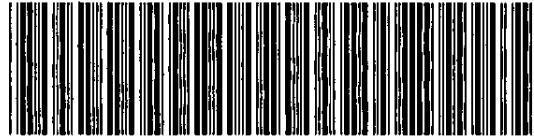
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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T. LEMIEUX

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Everglades Direct, Inc.  
Name of Corporation

**DOCUMENT NUMBER:** F03000002497

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sara Nelson  
Name of Contact Person

ComplyRight, Inc.  
Firm/Company

1725 Roe Crest Drive  
Address

North Mankato, MN 56003  
City/State and Zip Code

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

For further information concerning this matter, please call:

Sara Nelson at (507) 386-3296  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



**Office of the Minnesota Secretary of State  
Certificate of Merger**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate:

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

MINNESOTA: COMPLYRIGHT DISTRIBUTION SERVICES, INC.  
MINNESOTA: EVERGLADES DIRECT, INC.

Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: EVERGLADES DIRECT, INC.

Name of Surviving Entity after Effective Date of Merger:

COMPLYRIGHT, INC.

This certificate has been issued on: 12/28/2015



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota



**ARTICLES OF MERGER**  
**OF**  
**COMPLYRIGHT DISTRIBUTION SERVICES, INC.**  
 (a Minnesota corporation)

**WITH AND INTO**  
**EVERGLADES DIRECT, INC.**  
 (a Minnesota corporation)

Pursuant to the provisions of Minnesota Statutes, Section 302A.621, the undersigned officer of Taylor Corporation, a Minnesota corporation (the "Parent") hereby certifies that:

**FIRST:** Attached hereto as Exhibit A is a true and correct copy of the Plan of Merger (the "Plan of Merger") whereby ComplyRight Distribution Services, Inc., a Minnesota corporation ("Subsidiary 1") is merged into Everglades Direct, Inc., a Minnesota corporation ("Surviving Subsidiary").

**SECOND:** Subsidiary 1 has one (1) common share issued and outstanding immediately prior to the merger such shares being of one class and no series, all of which are owned by the Parent.

**THIRD:** Surviving Subsidiary has one million thirty-nine thousand two hundred eighty (1,039,280) common shares issued and outstanding immediately prior to the merger such shares being of one class and no series, all of which are owned by the Parent.

**FOURTH,** The Plan of Merger has been approved by all of the directors of the Parent by unanimous writing in lieu of a meeting of the directors in accordance with the provisions of Minnesota Statutes Sections 302A.621 and 302A.239.

Taylor Corporation,  
 a Minnesota corporation (the Parent)

Date: December 20, 2015

By: *Spencer M. Sely*  
 Name: Spencer M. Sely  
 Its: Vice President - Secretary

Exhibit A

**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan") is effective as of January 1, 2016, and is made by Taylor Corporation, a Minnesota corporation ("Parent") with respect to ComplyRight Distribution Services, Inc., a Minnesota corporation, (the "Subsidiary 1") and Everglades Direct, Inc., a Minnesota corporation ("Surviving Subsidiary"), and is adopted pursuant to Minnesota Statutes Section 302A.621.

WHEREAS, as of the date first written above, Subsidiary 1 and Surviving Subsidiary are each a wholly-owned subsidiary of Parent;

WHEREAS, Parent desires to merge Subsidiary 1 into Surviving Subsidiary pursuant to governing law.

NOW, THEREFORE, in consideration of these premises and the mutual covenants contained herein, the provisions of the Plan are as follows:

1. Share Ownership. There is one (1) share of common capital stock of Subsidiary 1 issued and outstanding as of the date hereof which are all owned by Parent. There is one million thirty-nine thousand two hundred eighty (1,039,280) shares of common capital stock of Surviving Subsidiary issued and outstanding as of the date hereof which are all owned by Parent.

2. Plan of Merger. Effective as of January 1, 2016, or if later, upon filing of the Articles of Merger with the Secretary of the State of Minnesota (the "Effective Time"), Subsidiary 1 shall be merged with and into Surviving Subsidiary, and the separate corporate existence of Subsidiary 1 shall cease and Surviving Subsidiary shall be the surviving corporation.

3. Terms and Effect of Merger.

3.1 Conversion of Shares. At the Effective Time, each outstanding share of capital stock of Subsidiary 1 shall be cancelled and shall cease to exist. All shares of stock of the Surviving Subsidiary which are outstanding immediately prior to the Effective Time shall be shall remain outstanding immediately after the Effective Time as an identical share of Surviving Subsidiary.

3.2 Effect of Merger - Succession to Rights, Interests and Liabilities. Upon the Effective Time, the merger shall have the effects set forth in Minnesota Statutes Section 302A.641, including, without limitation, that Surviving Subsidiary shall succeed to all of the rights and property, and all of the obligations and liabilities, of Subsidiary 1 without further action, instrument or deed.

3.3 Articles of Incorporation. Article 1 of the Articles of Incorporation of Surviving Subsidiary ("Articles") shall be amended to read as follows:

"1. The name of this corporation shall be "ComplyRight, Inc."

Except as amended above, the Articles as existing and in effect immediately prior to the Effective Time shall be and continue as the Articles of Incorporation of Surviving Subsidiary immediately after the Effective Time, until the same shall be further amended by the terms thereof.

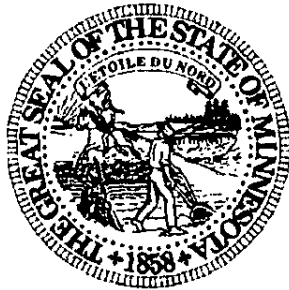
3.4 By-Laws. The By-Laws of Surviving Subsidiary as existing and in effect immediately prior to the Effective Time shall be and continue as the By-Laws of Surviving Subsidiary after the Effective Time, until the same shall be amended or repealed as provided by the terms of such By-Laws.

4. Officers and Directors. After the Effective Time, all of the officers and directors of Subsidiary 1 shall thenceforth hold no offices therewith, except insofar as such officers and directors hold such offices with Surviving Subsidiary. The officers and directors of the Surviving Subsidiary immediately prior to the Effective Time shall continue to be officers and directors of the Surviving Subsidiary immediately after the Effective Time, and until the next election of the Board of Directors and officers of Surviving Subsidiary, as required by the Surviving Subsidiary's Articles of Incorporation and Bylaws.

5. Articles of Merger. In order to effect the merger, Parent shall cause to be filed with the Secretary of State of Minnesota the Articles of Merger and shall execute and deliver such other documents, instruments or certificates as may be required to accomplish the merger.

6. Consent and Notice. Pursuant to Minnesota Statutes, Section 302A.621, approval of this Plan by the shareholders of Parent, Subsidiary 1 or Surviving Subsidiary is not required.

7. Successors. This Plan shall inure to the benefit of the parties hereto and their respective successors, heirs and assigns.



**File Numbers**

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12R-434

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED

12/28/2015 11:59:00 PM

*Steve Simon*

Steve Simon  
Secretary of State



**STATE OF MINNESOTA**

**DEPARTMENT OF STATE**

I hereby certify that this is a  
true and complete copy of the  
document as filed for record in  
this office.

DATED December 31, 2015

Steve Pinnar

Secretary of State



By

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