

F10000005295

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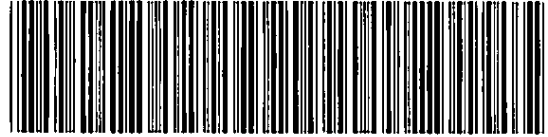
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3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 11/20/2018

Acc#I20160000072

en: c DW

Name:	GOLD STANDARD, INC.
Document #:	
Order #:	11263360

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
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Amount: \$ 78.75

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Elsevier 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:

Rence Simonton

Contact Person

RELX Inc.

Firm/Company

1105 North Market St., Suite 501-RELX

Address

Wilmington, DE 19801

City/State and Zip Code

rence.simonton@relx.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rence Simonton

Name of Contact Person

At (302) 884-8311

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

ARTICLES OF MERGER

(Profit Corporations)

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)
Elsevier Inc.	Delaware	F10000005295

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Gold Standard, Inc.	Florida	P93000038329

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 1 / 1 / 2019 (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 10/1/18.

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 10/1/18.

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)

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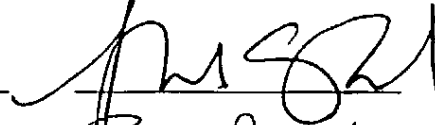
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

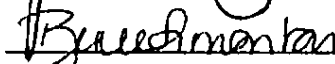
Typed or Printed Name of Individual & Title

Elsevier Inc.



Julie A. Goldweitz, Senior Vice President

Gold Standard, Inc.



Renee P. Simonton, Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), dated October 2, 2018, is entered into by and between Elsevier Inc., a Delaware corporation (the "Surviving Company"), and Gold Standard, Inc., a Florida corporation (the "Merging Company", and, collectively with the Surviving Company, the "Parties").

WHEREAS, the Surviving Company and the Merging Company intend to effect a merger of the Merging Company with and into the Surviving Company, with the Surviving Company being the surviving entity (the "Merger"), in accordance with the terms of the Florida Business Corporation Act (the "FBCA"), the Delaware General Corporation Law (the "DGCL") and upon the terms and conditions hereinafter set forth.

WHEREAS, this Agreement has been approved by both the shareholders and board of directors of both the Surviving Company and the Merging Company.

NOW, THEREFORE, the terms and provisions of the Merger shall be hereinafter set forth:

ARTICLE ONE MERGER

1.1 Upon the terms and subject to the conditions set forth in this Agreement, the Merging Company shall be merged with and into the Surviving Company, and the separate existence of the Merging Company shall cease. The Surviving Company shall be the surviving entity in such Merger. The Merger shall become effective as of January 1, 2019 (as set forth in the Articles of Merger and the Certificate of Merger), such time being referred to as the "Effective Time".

1.2 The Surviving Company shall continue its corporate existence as the surviving corporation of the Merger under the laws of the State of Delaware.

1.3 From and after the Effective Time, the Surviving Company shall possess all of the rights, powers and privileges, and be subject to all of the obligations and liabilities, of the Merging Company.

1.4 At the Effective Time, by virtue of the Merger and without any action on the part of any person or entity, each share of the Merging Company will no longer be outstanding and shall be cancelled without payment therefor and shall cease to exist. All shares of the Surviving Company will be unaffected and remain issued and outstanding.

1.5 The Merger shall have the effects set forth in this Agreement and in the applicable provisions of the FBCA and the DGCL.

ARTICLE TWO CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of the Surviving Company in effect immediately before the Effective Time shall be the Certificate of Incorporation of the Surviving Company until amended in accordance with applicable law.

ARTICLE THREE BYLAWS

The Bylaws of the Surviving Company in effect immediately before the Effective Time shall be the Bylaws of the Surviving Company until amended in accordance with applicable law.

ARTICLE FOUR DIRECTORS AND OFFICERS

From and after the Effective Time, until their successors are duly elected or appointed and qualified in accordance with applicable law, (i) the board of directors of the Surviving Company immediately before the Effective Time shall be the board of directors of the Surviving Company, and (ii) the officers of the Surviving Company immediately before the Effective Time shall be the officers of the Surviving Company.

ARTICLE FIVE AUTHORIZATION

The parties each warrant to the other that the execution and delivery of this Agreement and the consummation of the transactions contemplated hereby are within their corporate powers, and have been duly authorized by all necessary corporate action.

ARTICLE SIX AMENDMENTS

At any time prior to the filing of the Articles of Merger and Certificate of Merger, this Agreement may be amended by written agreement of the Parties, authorized by the boards of directors of the Parties, to the extent permitted by applicable law.

ARTICLE SEVEN MISCELLANEOUS

7.1 This Agreement will be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to the principles of conflict of laws thereof.

7.2 If, at any time after the Effective Time, any further action is determined by the board of directors of the Surviving Company to be necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Company with full right, title and possession of and to all rights and property of the Merging Company, the officers and directors of the Surviving Company shall be fully authorized (in the name of the Merging Company and the Surviving Company) to take such action.

7.3 This Agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts will together constitute the same agreement. Copies of executed counterparts transmitted by facsimile, e-mail, portable document format or other electronic transmission service will be considered original executed counterparts.

7.4 If any term, provision, covenant or restriction of this Agreement is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder shall remain in full force and effect and shall be in no way affected, impaired or invalidated so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to the parties.

7.5 At any time prior to the filing of the Articles of Merger and the Certificate of Merger, this Agreement may be terminated and abandoned by written agreement of the parties hereto, authorized by the boards of directors of the Parties.