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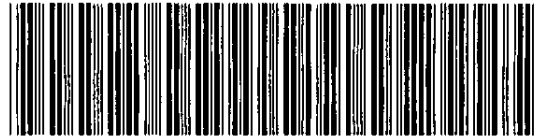
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JUL 11 2017
T. LEMIEUX

Morgan

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 715662 4377314

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 10, 2017

ORDER TIME : 12:34 PM

ORDER NO. : 715662-005

CUSTOMER NO: 4377314

ARTICLES OF MERGER

GHYABI & ASSOCIATES, INC.

INTO

ALFRED BENESCH & COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ALFRED BENESCH & COMPANY

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Timothy M. Sullivan

Contact Person

Hinshaw & Culbertson LLP

Firm/Company

222 N. LaSalle Street, Suite 300

Address

Chicago, IL, 60601

City/State and Zip Code

tsullivan@hinshawlaw.com

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

For further information concerning this matter, please call:

Timothy M. Sullivan

Name of Contact Person

At (312)

704-3852

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)
ALFRED BENESCH & COMPANY	ILLINOIS	F1300000785

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GHYABI & ASSOCIATES, INC.	FLORIDA	P95000005665

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.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on July 6, 2017 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 July 7, 2017.

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

Alfred Boneach & Company

R. L. Conner

John L. Carrato, President

Ghyabi & Associates, Inc.

North A. Moore

Martha L. Moore, Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
ALFRED BENESCH & COMPANY	ILLINOIS

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
GHYABI & ASSOCIATES, INC.	FLORIDA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Agreement and Plan of Merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not Applicable. Parent corporation is the surviving corporation.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached Agreement and Plan of Merger.

AGREEMENT AND PLAN OF MERGER

BETWEEN

ALFRED BENESCH & COMPANY,
an Illinois corporation

AND

GHYABI & ASSOCIATES, INC.,
a Florida corporation

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 14th day of July, 2017 (the "Effective Date") by and between ALFRED BENESCH & COMPANY, an Illinois corporation, having its principal place of business at 205 N. Michigan Avenue, Suite 2400, Chicago, Illinois 60601 ("Benesch") and GHYABI & ASSOCIATES, INC., a Florida corporation, having its principal place of business at 121 West Forsyth Street, Suite 820, Jacksonville, Florida 32202 ("Ghyabi").

WITNESSETH:

WHEREAS, Benesch is a corporation formed and existing under the laws of the State of Illinois, its Articles of Incorporation having been filed with the Office of the Secretary of State of the State of Illinois on February 19, 1959; and

WHEREAS, Ghyabi is a corporation existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on January 19, 1995; and

WHEREAS, Ghyabi is a wholly owned subsidiary of Benesch, and Benesch is the sole shareholder of Ghyabi; and

WHEREAS, the Board of Directors of Benesch desires to merge Ghyabi, its subsidiary, into itself, and to have Benesch be possessed of all the estate, property, rights, privileges and franchises of Ghyabi, on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the statutes of the State of Florida, which permit such merger.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Benesch and Ghyabi have agreed and do hereby agree, each with the other as follows:

ARTICLE I

Benesch and Ghyabi shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and the State of Illinois, by Ghyabi merging with and into Benesch, with Benesch being the surviving company.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "*Effective Date of the Merger*"), Ghyabi shall be merged with and into Benesch, and the separate existence of Ghyabi shall cease except to the extent provided by the laws of the State of Florida. Benesch shall be the surviving company and it shall continue to be governed by the laws of the State of Illinois. All assets of Ghyabi, as they exist as of the Effective Date of the Merger shall pass to and vest in Benesch without any conveyance or other transfer; and Benesch shall be considered the same business and corporate entity as Ghyabi with all the rights, powers and duties of Ghyabi, and Benesch shall be responsible for all the liabilities, if any, of Ghyabi existing as of the Effective Date of the Merger.

ARTICLE III

The Articles of Incorporation of Benesch shall not be amended in any respect by reason of this Agreement and shall continue as the Articles of Incorporation of Benesch as the surviving company. The by-laws of Benesch in effect immediately prior to the Effective Date of the Merger shall continue as the by-laws of Benesch as the surviving company. The directors and officers of Benesch, immediately prior to the Effective Date of the Merger shall continue to hold such positions with Benesch as the surviving company.

ARTICLE IV

The manner of converting the outstanding shares of stock of each of Ghyabi and Benesch shall be as follows: .

- a. All Certificates of Stock of Ghyabi shall, without any action on the part of Ghyabi, be canceled, retired, and shall cease to exist; and
- b. All Certificates of Stock of Benesch issued and outstanding at and as of the Effective Date of the Merger will remain issued and outstanding.

ARTICLE V

Benesch is the sole shareholder of Ghyabi and waives any and all mailing requirements regarding a copy of summary of this Agreement. This Agreement is entered into by Ghyabi's sole shareholder, and there are no other shareholders entitled to any vote or appraisal in connection with the merger of Ghyabi into Benesch. The Board of Directors of Benesch, as both the surviving company and the sole shareholder of Ghyabi, approve this Agreement as of the date first written above.

ARTICLE VI

Benesch, as the surviving company, agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Ghyabi and/or Benesch arising from this merger. Benesch's registered agent in the State of Florida is Corporation Service Company, having an address at 1201 Hays Street, Tallahassee, Florida 32301.

[Remainder of page intentionally left blank - Signatures follow]

IN WITNESS WHEREOF, Benesch, pursuant to its Board of Directors, and Ghyabi, pursuant to its sole shareholder, have caused this Agreement to be executed the date and year first written above.

GHYABI & ASSOCIATES, INC.,
a Florida corporation

By: Alfred Benesch & Company,
an Illinois corporation, its sole shareholder

By: 

John L. Carrato, President

ALFRED BENESCH & COMPANY,
an Illinois corporation

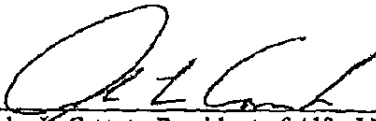
By: 

John L. Carrato, President

CERTIFICATION

John L. Carrato, President of Alfred Benesch & Company, an Illinois corporation, as the sole shareholder of GHYABI & ASSOCIATES, INC., a corporation, organized and existing under the laws of the State of Florida ("Ghyabi"), hereby certifies that the Agreement and Plan of Merger to which this certificate is attached was duly executed by holders of one hundred percent (100%) of the outstanding capital stock of Ghyabi as the unanimously approved action of Ghyabi.

WITNESS the execution hereof on behalf of GHYABI & ASSOCIATES, INC., a Florida corporation, this 7th day of July, 2017.



John L. Carrato, President of Alfred Benesch & Company, an Illinois corporation, as the sole shareholder of GHYABI & ASSOCIATES, INC., a Florida corporation

CERTIFICATION

John L. Carrato, President of ALFRED BENESCH & COMPANY, a corporation, organized and existing under the laws of the State of Illinois ("Benesch"), and a member of its Board of Directors, hereby certifies that the Agreement and Plan of Merger to which this certificate is attached was duly approved by the Board of Directors of Benesch as the unanimously approved action of Benesch.

WITNESS the execution hereof on behalf of ALFRED BENESCH & COMPANY, an Illinois corporation, this 7th day of July, 2017.



John L. Carrato, President of ALFRED BENESCH
& COMPANY, an Illinois corporation, and a
member of its Board of Directors