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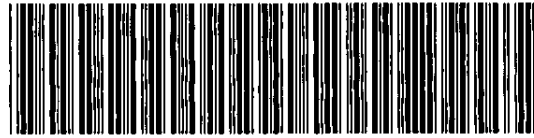
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2013 OCT -2 AM 1:51
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APPROVED
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13 OCT -2 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
OCT 2 2013
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 831737 4803460

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : October 2, 2013

ORDER TIME : 12:27 PM

ORDER NO. : 831737-010

CUSTOMER NO: 4803460

ARTICLES OF MERGER

TELE-ACOUSTICS, INC.

INTO

GORDON N. STOWE AND
ASSOCIATES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

APPROVED
AND
FILED

ARTICLES OF MERGER
(Profit Corporations)

13 OCT -2 PM 2: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Gordon N. Stowe and Associates, Inc.	Illinois	F13000003761

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tele-Acoustics, Inc.	Florida	446675
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.)

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 September 25, 2013 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 September 25, 2013.

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)

APPROVED
AND
FILED

13 OCT -2 PM 2:58

**PLAN OF MERGER
OF
TELE-ACOUSTICS, INC.,**
a Florida corporation,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WITH AND INTO
GORDON N. STOWE AND ASSOCIATES, INC.,**
an Illinois corporation

Dated as of: September 25, 2013

This **PLAN OF MERGER** (the "Plan") is made and entered into as of the date set forth above, by and between **TELE-ACOUSTICS, INC.**, a corporation organized and existing under the laws of the State of Florida ("Tele-Acoustics"), and **GORDON N. STOWE AND ASSOCIATES, INC.**, a corporation organized and existing under the laws of the State of Illinois ("Gordon Stowe").

W I T N E S S E T H

WHEREAS, the board of directors of Gordon Stowe deems it advisable, upon the terms and subject to the conditions stated herein, that Tele-Acoustics be merged with and into Gordon Stowe under the terms and conditions hereinafter set forth, and that Gordon Stowe be the surviving corporation in the merger under the name "Gordon N. Stowe and Associates, Inc." (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions set forth in this Agreement, Gordon Stowe and Tele-Acoustics hereby agree as follows:

ARTICLE I
MERGER

Section 1.1 At the Effective Time (as defined below), Tele-Acoustics shall be merged with and into Gordon Stowe in accordance with the Illinois Business Corporation Act of 1983 ("IBCA") and the Florida Business Corporation Act ("FBCA"), whereupon the separate existence of Tele-Acoustics shall cease. Gordon Stowe shall be the surviving entity of the Merger (the "Surviving Corporation") under the name "Gordon N. Stowe and Associates, Inc." and shall continue to be governed by the laws of the State of Illinois. The Merger shall have the effects specified in the IBCA and the FBCA, and the Surviving Corporation shall succeed without other transfer, to all of the rights, obligations, property, assets and liabilities of Tele-Acoustics. Gordon Stowe will prepare and execute articles of merger (the "Illinois Articles") and deliver them to the office of the Secretary of State of the State of Illinois for filing in accordance with the IBCA. Gordon Stowe will prepare and execute articles of merger (the "Florida Articles") and deliver them to the office of the Secretary of State of the State of Florida for filing in accordance with the FBCA. The Merger shall be effective on October 2, 2013. (the "Effective Time").

Section 1.2 The Articles of Incorporation of Gordon Stowe in effect at the Effective Time shall, from and after the Effective Time, be the Articles of Incorporation of the Surviving Corporation until such time as it is amended as therein provided or in accordance with applicable law.

Section 1.3 The By-laws of Gordon Stowe in effect at the Effective Time shall, from and after the Effective Time, be the By-laws of the Surviving Corporation until such time as they are altered, amended or repealed as therein provided or in accordance with applicable law.

Section 1.4 The officers and directors of Gordon Stowe immediately prior to the Effective Time shall, from and after the Effective Time, continue to serve as the officers and directors of the Surviving Corporation without change, until their successors have been duly elected or appointed and qualified in accordance with the applicable law.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

Section 2.1 Prior to the Effective Time, Tele-Acoustics and Gordon Stowe shall take all such actions as shall be necessary or appropriate in order to effect the Merger. If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable in order to vest in or confirm to the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of Tele-Acoustics, then the board of directors of Tele-Acoustics shall promptly execute and deliver to the Surviving Corporation all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, and franchises and otherwise to carry out the purposes of this Plan.

ARTICLE III

EFFECT OF MERGER ON CAPITAL STOCK

Section 3.1 Gordon Stowe owns all of the issued and outstanding shares of capital stock of Tele-Acoustics (the "Tele-Acoustics Shares"). At the Effective Time, without any further action on the part of anyone, the Tele-Acoustics Shares shall be cancelled and shall cease to exist.

ARTICLE IV

MISCELLANEOUS

Section 4.1 Notwithstanding anything herein to the contrary, the board of directors of Gordon Stowe may, at any time prior to the filing of the articles of merger, by resolution duly adopted, abandon the Merger if it shall deem such action necessary, desirable and in the best interests of Gordon Stowe. In the event of such determination and the abandonment of this Plan pursuant to the provisions of this Section 4.1, this Plan shall become null and void and shall have

no further effect. Such termination shall not give rise to any liability on the part of either Gordon Stowe or Tele-Acoustics or their respective directors, officers or stockholders.

Section 4.2 This Plan constitutes the entire agreement between the parties with respect to the matters covered hereby and supersedes all previous written, oral or implied understandings between them with respect to such matters.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the date first above written.

TELE-ACOUSTICS, INC.,
a Florida corporation

By: _____
Name: Thomas Larsen
Title: President

GORDON N. STOWE AND ASSOCIATES, INC.,
an Illinois corporation

By: _____
Name: Thomas Larsen
Title: President

Gordon N. Stowe & Associates
586 Palwaukee Drive
Wheeling, IL 60090

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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