

F210000002381

(Requestor's Name)

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(City/State/Zip/Phone #)

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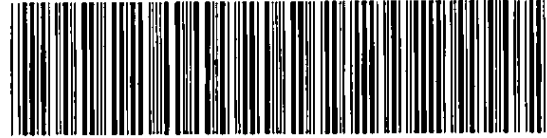
(Business Entity Name)

(Document Number)

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2021 MAY 14 AM 9:53

CLERK OF COURT
FALLAHASSEE, FL

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CLERK OF COURT
FALLAHASSEE, FLORIDA

ALC
ALC 4/26/21

MAY 17 2021

ALBRITTON

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

ACCOUNT NO. : I20000000195

REFERENCE : 812626 4311863

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 78.75

ORDER DATE : May 13, 2021

ORDER TIME : 8:45 AM

ORDER NO. : 812626-010

CUSTOMER NO: 4311863

ARTICLES OF MERGER

CONCORDE CAREERS-FLORIDA, INC.

INTO

CONCORDE CAREER COLLEGES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX PLAIN STAMPED COPY

CONTACT PERSON: Alexxis Weiland

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Concorde Career Colleges, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Contact Person

Corporation Service Company

Firm/Company

Address

City/State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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 entity:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------------------------|---------------------|--------------------|--|
| <u>Concorde Career Colleges, Inc.</u> | <u>Delaware</u> | <u>Corporation</u> | <u>F21000002381</u> |

SECOND: The name and jurisdiction of each merging eligible entity:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Entity Type</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------------------------|---------------------|--------------------|--|
| <u>Concorde Careers-Florida, Inc.</u> | <u>Florida</u> | <u>Corporation</u> | <u>K21558</u> |
| <u> </u> | <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> | <u> </u> |
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| <u> </u> | <u> </u> | <u> </u> | <u> </u> |

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☒ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

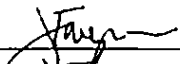
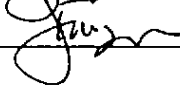
SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|--------------------------------|---|---|
| Concorde Career Colleges, Inc. |  | Jami Frazier, CEO |
| Concorde Careers-Florida, Inc. |  | Jami Frazier, President |
| | | |
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|-----------------------------------|--|
| Corporations: | Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i> |
| General partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signatures of all general partners |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of an authorized person |

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") is made this 13th day of May, 2021, by and between Concorde Career Colleges, Inc., a Delaware corporation ("Concorde") (also referred to as "Surviving Corporation"), and Concorde Careers-Florida, Inc., a Florida corporation ("CCF"). The parties hereto are sometimes referred to, collectively, as the "Constituent Corporations".

BACKGROUND

- A. CCF is a wholly-owned subsidiary of Concorde.
- B. Concorde desires that CCF be merged with and into it pursuant to the terms and conditions of this Plan (the "Merger").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree as follows:

1. The Merger. Pursuant to the provisions of the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "FBCA"), at the Effective Time (as defined herein), CCF shall be merged with and into Surviving Corporation. Surviving Corporation shall be the surviving corporation and shall continue its corporate existence under the laws of the State of Delaware and under the name "Concorde Career Colleges, Inc." Upon the consummation of the Merger, the separate corporate existence of CCF shall terminate.
2. Effect. The Merger shall have the effects set forth in Section 259 of the DGCL and Section 607.1106 of the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of CCF shall be transferred to, vested in and devolve upon Surviving Corporation without further act or deed and all property, rights and every other interest of each of CCF and Surviving Corporation shall be as effectively the property of Surviving Corporation as they were of Surviving Corporation and CCF, respectively. All rights of creditors and all liens upon the property of either Surviving Corporation or CCF shall be preserved unimpaired, and all debts, liabilities and duties of CCF shall hereafter attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of either Surviving Corporation or CCF in order to carry out and effectuate the transactions contemplated by this Plan.
3. Agreement and Plan of Merger. This Plan shall constitute an "Agreement of Merger" for all purposes of the DGCL and a "Plan of Merger" for purposes of the FBCA.
4. Certificate of Incorporation of Surviving Corporation and Amendments Thereto. At the Effective Time, and without any further action on the part of either CCF or Surviving Corporation, the Certificate of Incorporation of Surviving Corporation as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of Surviving Corporation, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Delaware.

5. Bylaws of Surviving Corporation. At the Effective Time, and without any further action on the part of either CCF or Surviving Corporation, the bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, will be the bylaws of Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

6. Board of Directors and Officers of Surviving Corporation. At the Effective Time, and without any further action on the part of either CCF or Surviving Corporation, the directors and officers of Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of Surviving Corporation.

7. Approval of Merger. Pursuant to Section 253 of the DGCL, no vote of the stockholders of the Surviving Corporation is required. Pursuant to Section 607.1104(1)(b) of the FBCA, no vote of the shareholders of CCF is required.

8. Cancellation of Shares. At the Effective Time, by virtue of the Merger and without any further action on the part of the holder thereof, all shares of common stock of CCF issued and outstanding immediately prior to the Effective Time shall be cancelled. The shares of all classes of stock of Surviving Corporation issued and outstanding immediately prior to the Effective Time shall not be affected by the Merger and shall remain unchanged.

9. Effective Time. The Constituent Corporations shall cause to be filed (a) a Certificate of Ownership and Merger (the "Certificate") satisfying the requirements of Section 253 of the DGCL and such other documents that are required by the DGCL to be filed with the Secretary of State of the State of Delaware and (b) Articles of Merger (the "Articles") satisfying the requirements of Section 607.1105 of the FBCA and such other documents that are required by the DGCL to be filed with the Secretary of State of the State of Delaware or the FBCA to be filed with the Secretary of State of the State of Florida. The Merger shall become effective immediately upon the filing of the Certificate with the Secretary of State of the State of Delaware (the "Effective Time").

10. Further Assurances. If at any time Surviving Corporation, or its successors or assigns, shall reasonably consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Constituent Corporations acquired or to be acquired by Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan, each Constituent Corporation and its proper officers and directors, as applicable, shall be deemed to have granted to Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in Surviving Corporation and otherwise to carry out the purposes of this Plan; and the proper officers and directors of Surviving Corporation are fully authorized in the name of each Constituent Corporation or otherwise to take any and all such action.

11. Termination. This Plan may be terminated and the Merger abandoned in accordance with Section 251(d) of the DGCL and by the written agreement of CCF at any time prior to the Effective Time.

12. Amendment. This Plan may be amended in accordance the DGCL and the FBCA any time prior to the Effective Time.

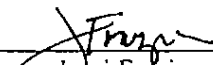
13. Counterparts. This Plan may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original hereof.

14. Section Headings. Section headings in this Plan are for convenience of reference only and do not constitute a part of this Plan, and shall not affect its interpretation.


* * *

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the date first written above.

CONCORDE CAREER COLLEGES, INC.

By: 
Name: Jami Frazier
Title: Chief Executive Officer

CONCORDE CAREERS-FLORIDA, INC.

By: 
Name: Jami Frazier
Title: President

[Signature Page to Agreement and Plan of Merger]