

F28396

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ MAIL

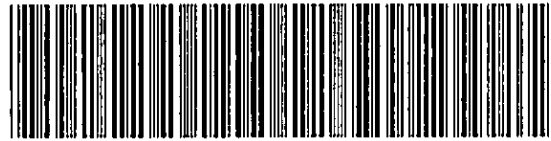
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/01/19--01002--017 ♦♦525.00

19 SEP 30 Fri 4:30 20:00

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EFFECTIVE DATE

06-1-2019

Merger

OCT 01 2019
ALBRITTON

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FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 9/30/19

NAME: UNITED RETIREMENT PLAN CONSULTANTS, INC.

TYPE OF FILING: MERGER

COST: 525.00 - CHECK IS ATTACHED

RETURN: PLAIN COPY PLEASE

ACCOUNT MFC 0000000015

AUTHORIZATION ABBIE PAUL HODGE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: United Retirement Plan Consultants, 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:

Joseph D. Dansky

Contact Person

United Retirement Plan Consultants, Inc.

Firm/Company

165 Passaic Ave., Suite 103A

Address

Fairfield, NJ 07004

City/State and Zip Code

Joe.Dansky@ascensus.com

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

For further information concerning this matter, please call:

Joseph D. Dansky

Name of Contact Person

At (215)

648-7844

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

EFFECTIVE DATE
Oct 1, 2019

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)
United Retirement Plan Consultants, Inc.	Florida	F28396

Second: The name and jurisdiction of each merging corporation: (continued)

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
• Alan N. Kanter & Associates, Inc.	Maryland	
• Alaska Pension Services, Ltd.	Alaska	
• Benefit Dynamics, Inc.	Pennsylvania	
• Benefit Management Inc.	Massachusetts	
• Circle Pension, Inc.	New York	
• Complete Investment Management, Inc. of Philadelphia	Pennsylvania	
• National Actuarial Pension Services, Inc.	Texas	
• National Associates, Inc., N.W.	Washington	
• Pentec, Inc.	Connecticut	
• Pension Technical Services, Inc.	Colorado	
• Southeastern Pension Services, Inc.	Florida	P98000081170
• Stephen H. Rosen & Associates, Inc.	New Jersey	
The Pension Group, Inc.	California	
VEBA Administrators, Inc.	California	

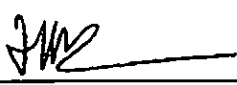



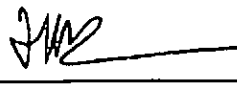

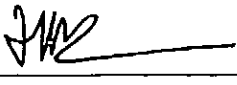
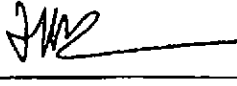






Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on 10/1/2019 at 12:01 AM.

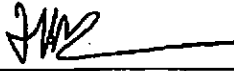
Fifth: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on September 23, 2019.

Sixth: The Plan of Merger was adopted by the sole shareholder of each of the merging corporations on September 23, 2019.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name</u>	<u>Signature of Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
United Retirement Plan Consultants, Inc.		Joseph D. Dansky, Director
Alan N. Kanter & Associates, Inc.		Joseph D. Dansky, Director
Alaska Pension Services, Ltd.		Joseph D. Dansky, Director
Benefit Dynamics, Inc.		Joseph D. Dansky, Director
Benefit Management Inc.		Joseph D. Dansky, Director
Circle Pension, Inc.		Joseph D. Dansky, Director
Complete Investment Management, Inc. of Philadelphia		Joseph D. Dansky, Director
National Actuarial Pension Services, Inc.		Joseph D. Dansky, Director
National Associates, Inc., N.W.		Joseph D. Dansky, Director
Pentec, Inc.		Joseph D. Dansky, Director
Pension Technical Services, Inc.		Joseph D. Dansky, Director
Stephen H. Rosen & Associates, Inc.		Joseph D. Dansky, Director
Southeastern Pension Services, Inc.		Joseph D. Dansky, Director
The Pension Group, Inc.		Joseph D. Dansky, Director

VEBA Administrators, Inc.

A handwritten signature in black ink, appearing to read 'JD Dansky', is positioned above a horizontal line.

Joseph D. Dansky, Director

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, including the applicable laws of Alaska, California, Colorado, Connecticut, Maryland, Massachusetts, New Jersey, New York, Pennsylvania, Texas, and Washington.

1. The name and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporations is United Retirement Plan Consultants, Inc., a Florida corporation.
2. The name and jurisdiction of each subsidiary corporation is as follows:


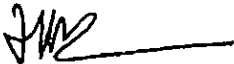



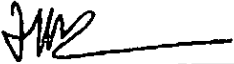




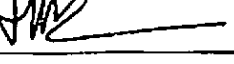
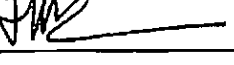
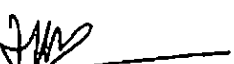

Name	Jurisdiction
Alan N. Kanter & Associates, Inc.	Maryland
Alaska Pension Services, Ltd.	Alaska
Benefit Dynamics, Inc.	Pennsylvania
Benefit Management Inc.	Massachusetts
Circle Pension, Inc.	New York
Complete Investment Management, Inc. of Philadelphia	Pennsylvania
National Actuarial Pension Services, Inc.	Texas
National Associates, Inc., N.W.	Washington
Pentec, Inc.	Connecticut
Pension Technical Services, Inc.	Colorado
Southeastern Pension Services, Inc.	Florida
Stephen H. Rosen & Associates, Inc.	New Jersey
The Pension Group, Inc.	California
VEBA Administrators, Inc.	California

3. The merger provided for in this plan of merger shall become effective on October 1, 2019 at 12:01 AM (the "Effective Time").
4. 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: at the Effective Time of the merger, by virtue of the merger and without any action on the part of the parent corporation or the subsidiary corporations: (a) the outstanding stock of the subsidiary corporations shall be canceled with no consideration payable therefor; and (b) the issued and outstanding stock of the parent corporation shall remain outstanding and is not affected by the merger.
5. The merger is between the parent corporation and subsidiary corporations, and the parent corporation is the surviving corporation.
6. If applicable, shareholders of the subsidiary corporation, 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.

7. The articles of incorporation, as amended, and the bylaws, as amended, of the surviving corporation upon the Effective Time of the merger shall be the articles of incorporation and bylaws of the surviving corporation and such articles of incorporation and bylaws shall continue in full force and effect until amended and changed in a manner prescribed by the applicable provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the parent corporation and the subsidiary corporations have caused this plan of merger to be duly executed by an authorized person.

<u>Name</u>	<u>Signature of Authorized Person</u>	<u>Typed or Printed Name of Individual & Title</u>
United Retirement Plan Consultants, Inc.		Joseph D. Dansky, Senior Vice President and Secretary
Alan N. Kanter & Associates, Inc.		Joseph D. Dansky, Senior Vice President and Secretary
Alaska Pension Services, Ltd.		Joseph D. Dansky, Senior Vice President and Secretary
Benefit Dynamics, Inc.		Joseph D. Dansky, Senior Vice President and Secretary
Benefit Management Inc.		Joseph D. Dansky, Senior Vice President and Secretary
Circle Pension, Inc.		Joseph D. Dansky, Senior Vice President and Secretary
Complete Investment Management, Inc. of Philadelphia		Joseph D. Dansky, Senior Vice President and Secretary
National Actuarial Pension Services, Inc.		Joseph D. Dansky, Senior Vice President and Secretary
National Associates, Inc., N.W.		Joseph D. Dansky, Senior Vice President and Secretary
Pentec, Inc.		Joseph D. Dansky, Senior Vice President and Secretary
Pension Technical Services, Inc.		Joseph D. Dansky, Senior Vice President and Secretary
Southeastern Pension Services, Inc.		Joseph D. Dansky, Senior Vice President and Secretary
Stephen H. Rosen & Associates, Inc.		Joseph D. Dansky, Senior Vice President and Secretary
The Pension Group, Inc.		Joseph D. Dansky, Senior Vice President and Secretary

VEBA Administrators, Inc.

A handwritten signature in black ink, appearing to read "JD Dansky", is positioned above a horizontal line.

Joseph D. Dansky, Senior Vice President
and Secretary