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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

10 DEC 28 PM 12:35

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 DEC 28 PM 1:15

FILED

EFFECTIVE DATE  
12-31-10

*Meyer*  
C.COULLETTE

DEC 28 2010

EXAMINER

December 28, 2010

CT

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 8033494 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Automated Document Services, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Freddy Morales  
Corporate Operations Mgr.  
freddy.morales@wolterskluwer.com

EXECUTION VERSION

ARTICLES OF MERGER

OF

EFFECTIVE DATE  
12-31-10

AUTOMATED DOCUMENT SERVICES, INC.  
(a Florida corporation)

AND

IOD INCORPORATED  
(a Wisconsin corporation)

To the Department of State  
State of Florida

FILED  
10 DEC 28 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

FIRST: Attached as Exhibit A hereto and made a part hereof is the Plan of Merger for merging Automated Document Services, Inc., a Florida corporation (the "Company"), with and into IOD Incorporated, a Wisconsin corporation (the "Surviving Company").

SECOND: The Board of Directors of the Company approved and adopted the Plan of Merger by unanimous written consent given on December 23, 2010, in accordance with the provisions of Sections 607.0821 and 607.1103 of the Florida Business Corporation Act.

THIRD: The Board of Directors of the Surviving Company approved and adopted the Plan of Merger by unanimous written consent given on December 23, 2010, in accordance with the applicable provisions of the Wisconsin Business Corporation Law, and the approval of the shareholders of the Surviving company was not required.

FOURTH: The shareholders of the Company entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by unanimous written consent of the shareholders given on December 23, 2010, in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act.

FIFTH: The merger of the Company with and into the Surviving Company is permitted by the laws of the State of Wisconsin and has been authorized in compliance with said laws.

SIXTH: The address of the principal office of the Surviving Company is 1030 Ontario Road, Green Bay, Wisconsin 54311.

SEVENTH: The Surviving Company is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of the dissenting shareholders of the Company.

EIGHTH: The Surviving Company has agreed to promptly pay to the dissenting shareholders of the Company the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

NINTH: The effective time and date of the merger of the Company with and into the Surviving Company is 11:59 P.M. on December 31, 2010.

*[Signature page follows]*

These Articles of Merger were executed on this 28<sup>th</sup> day of December, 2010.

**AUTOMATED DOCUMENT SERVICES, INC.**

By: 

Name: BRETT PARENT

Title: PRESIDENT

**IOD INCORPORATED**

By: \_\_\_\_\_

Name:

Title:

These Articles of Merger were executed on this 28<sup>th</sup> day of December, 2010.

**AUTOMATED DOCUMENT SERVICES, INC.**

By: \_\_\_\_\_

Name:

Title:

**IOD INCORPORATED**

By: 

Name: William J. Plummer

Title: Secretary

Exhibit A

PLAN OF MERGER  
OF  
AUTOMATED DOCUMENT SERVICES, INC.  
WITH AND INTO  
IOD INCORPORATED

1. The names of the corporations planning to merge are Automated Document Services, Inc., a business corporation organized under the laws of the State of Florida, and IOD Incorporated, a business corporation organized under the laws of the State of Wisconsin. The name of the surviving corporation into which Automated Document Services, Inc. plans to merge is IOD Incorporated.

2. Automated Document Services, Inc. and IOD Incorporated, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the State of Wisconsin, be merged with and into a single corporation, to wit, IOD Incorporated, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the laws of the State of Wisconsin. The separate existence of Automated Document Services, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger.

3. The articles of incorporation of the Surviving Corporation at the effective time and date of the merger in the State of Wisconsin shall be the articles of incorporation of said Surviving Corporation, and said articles 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 Wisconsin.

4. The bylaws of the Surviving Corporation at the effective time and date of the merger in the State of Wisconsin will be the bylaws of said Surviving Corporation, and said bylaws 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 Wisconsin.

5. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the 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 the Surviving Corporation.

6. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into the right to receive (a) 38,641.30 shares of common stock and 10,271.74 shares of preferred stock of the Surviving Corporation and (b) \$26,709.62 less a pro rata amount of the indebtedness and expenses of the non-surviving corporation. The issued shares of the Surviving Corporation (including both shares of common stock and shares of preferred stock of the Surviving Corporation) shall not be



converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation (being one share of common stock or one share of preferred stock, as applicable).

7. The Boards of Directors and the proper officers of the non-surviving corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.