

609742

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

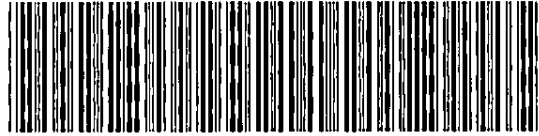
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200317706602

RECEIVED
DEPARTMENT OF STATE
18 SEP 24 AM 11:37

Merger

R. WHITE
SEP 25 2018

FILED
2018 SEP 24 AM 6:05
SECRETARY OF STATE
TALLAHASSEE, FL

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 9/21/2018
Acc#120160000072

Eric DW

Name:	The Hamilton Collection
Document #:	
Order #:	11166488

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 243.75



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Bradford Exchange, Ltd.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Jon C. Sims
Contact Person

Jenner & Block LLP
Firm/Company

353 N. Clark Street
Address

Chicago, Illinois 60654-3456
City/State and Zip Code

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

For further information concerning this matter, please call:

Jon C. Sims
Name of Contact Person

At (312) 222-9350
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)

FILED

2018 SEP 24 AM 6:05
SECRETARY OF STATE
TALLAHASSEE, FL

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)
The Bradford Exchange, Ltd.	Illinois	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Bradford Exchange, Ltd.	Illinois	N/A
The Ashton-Drake Galleries, Ltd.	Delaware	N/A
The Hamilton Collection, Inc.	Florida	G09742
Collectibles Today Network, Ltd.	Illinois	N/A
The Bradford Exchange Check Company, Ltd.	Illinois	N/A

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 9 / 28 / 2018 (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 28, 2018 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
September 28, 2018 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

The Bradford Exchange, Ltd.

Richard W. Tinsley

Richard W. Tinberg, President, Treasurer and Assistant Secretary

The Ashton-Drake Galleries, Ltd.

Richard W. Finkbeiner

Richard W. Tinberg, President, Treasurer and Assistant Secretary

The Hamilton Collection, Inc.

Richard W. Lintner

Richard W. Tinberg, Treasurer

Collectibles Today Network, Ltd.

Richard W. Fisher

Richard W. Tinberg, Treasurer and Assistant Secretary

The Bradford Exchange Check Company, Ltd.

Richard W. Finley

Richard W. Tinberg, President, Treasurer and Assistant Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Bradford Exchange, Ltd.</u>	<u>Illinois</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>The Bradford Exchange, Ltd.</u>	<u>Illinois</u>
<u>The Ashton-Drake Galleries, Ltd.</u>	<u>Delaware</u>
<u>The Hamilton Collection, Inc.</u>	<u>Florida</u>
<u>Collectibles Today Network, Ltd.</u>	<u>Illinois</u>
<u>The Bradford Exchange Check Company, Ltd.</u>	<u>Illinois</u>

Third: The terms and conditions of the merger are as follows:

Please see Agreement and Plan of Merger attached hereto as Exhibit A.

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

Please see Agreement and Plan of Merger attached hereto as Exhibit A.

(Attach additional sheets if necessary)

Exhibit A

Agreement and Plan of Merger

EXECUTION VERSION

**AGREEMENT AND PLAN OF MERGER OF
THE ASHTON-DRAKE GALLERIES, LTD.,
THE HAMILTON COLLECTION, INC.,
COLLECTIBLES TODAY NETWORK, LTD. AND
THE BRADFORD EXCHANGE CHECK COMPANY, LTD. WITH AND INTO
THE BRADFORD EXCHANGE, LTD.**

September 28, 2018

This Agreement and Plan of Merger (this "Agreement"), entered into on September 28, 2018 and effective as of the Effective Time (as defined below), by and among The Ashton-Drake Galleries, Ltd., a Delaware corporation ("Ashton-Drake"), The Hamilton Collection, Inc., a Florida corporation ("Hamilton"), Collectibles Today Network, Ltd., an Illinois corporation ("Collectibles"), The Bradford Exchange Check Company, Ltd., an Illinois corporation ("Check" and, together with Ashton-Drake, Hamilton, and Collectibles, the "Merged Companies"), and The Bradford Exchange, Ltd., an Illinois corporation (the "Surviving Corporation"). The Merged Companies and the Surviving Corporation are sometimes referred to individually as a "Constituent Party" and collectively as the "Constituent Parties."

RECITALS

WHEREAS, Section 805 ILCS 5, Article 11 of the Business Corporation Act of 1983 of the state of Illinois ("ILBCA"), Section 264 of the Delaware General Corporation Law (the "DGCL") and Section 607.1101 of the Florida Business Corporations Act ("FBCA"), permit a merger of each of the Merged Companies organized in the applicable jurisdictions with and into the Surviving Corporation; and

NOW THEREFORE, the Constituent Parties do hereby covenant and agree as follows:

ARTICLE I

The Merger; Effective Time; Closing Conditions; Filings

1.1 At the Effective Time, in accordance with the applicable provisions of the ILBCA, the DGCL and the FBCA, the Merged Companies shall be merged with and into the Surviving Corporation (the "Mergers"). At the Effective Time, the separate corporate existence of the Merged Companies shall cease, and the Surviving Corporation will continue as the survivor of the Merger.

1.2 The effective time of the Mergers will be 11:59 p.m. (Eastern Time) on September 28, 2018 (the "Effective Time").

1.3 The Constituent Parties agree that they will cause to be executed and filed or recorded any document or documents necessary to effectuate the Mergers, including but not

limited to a Certificate of Merger or Articles of Merger, as prescribed by the laws of the State of Delaware, the State of Florida and the State of Illinois, and that they will cause to be performed all necessary acts within the State of Delaware, the State of Florida and the State of Illinois and elsewhere to effectuate the Mergers.

ARTICLE II

Effects of the Merger

2.1 The Mergers shall have the effects set forth in this Agreement and the applicable provisions of the ILBCA, the DGCL and the FBCA. Without limiting the generality of the foregoing, as of the Effective Time, all of the Merged Companies' (i) rights, franchises and interests in and to all types of assets, contracts, properties and choses in action, (ii) employees and (iii) liabilities and obligations, shall be transferred to and vested in the Surviving Corporation by virtue of the Mergers, without further act or deed, and all claims, demands, properties and other interests of the Merged Companies shall be the property of the Surviving Corporation.

2.2 All capital stock of the Merged Companies outstanding at the Effective Time shall be cancelled and shall cease to exist at the Effective Time, and no consideration shall be issued in respect thereof.

2.3 None of the shares of capital stock of the Surviving Corporation outstanding at the Effective Time shall be converted or exchanged as a result of the Mergers, and all of such shares of capital stock of the Surviving Corporation that are outstanding at the Effective Time shall remain unchanged and outstanding immediately after the Effective Time.

2.4 The Articles of Incorporation and By-Laws of the Surviving Corporation shall remain in effect after the Mergers and are not being altered or amended by the Mergers.

2.5 The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified.

2.6 At the Effective Time, the address of the Surviving Corporation shall remain 9333 North Milwaukee Avenue, Niles, Illinois 60714.

ARTICLE III

Other Agreements

The Constituent Parties each intend and agree that, for income tax purposes, the Mergers shall each constitute a tax free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended ("Section 368"), and all parallel provisions of applicable state and local law.

ARTICLE IV

Further Assurances

If, at any time from and after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignment, conveyance or assurance in law or any other acts are necessary or desirable to (i) vest, perfect or confirm in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Merged Companies acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Mergers or (ii) otherwise carry out the purposes of this Agreement (including, in any case, to satisfy the requirements of third parties, including the U.S. government, or for administrative convenience or otherwise), the Merged Companies and its proper officers shall be deemed to have granted to the 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 the Surviving Corporation and otherwise carry out the purposes of this Agreement; and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Companies or otherwise to take any and all such action.

ARTICLE V

Amendment and Termination

At any time prior to the Effective Time, this Agreement may be amended or terminated, to the fullest extent permitted by applicable law, by mutual consent of the Constituent Parties.

ARTICLE VI

Miscellaneous

6.1 This Agreement may be executed in one or more counterparts, each of which will be deemed an original and may be transmitted by electronic means (including e-mail or fax), but all such counterparts taken together will constitute one and the same Agreement.

6.2 This Agreement and all of the documents, agreements and certificates executed and/or delivered in connection herewith constitute the entire agreement between the Constituent Parties in connection with the transactions contemplated hereby and supersede any prior or contemporaneous understandings, agreements or representations by or among the parties, written or oral, that may have related in any way to the subject matter hereof.

6.3 This Agreement will be governed by and construed in accordance with the laws of the State of Illinois (and, to the extent applicable, the States of Delaware and Florida), without giving effect to any law or rule that would cause the laws of any jurisdiction other than the State of Illinois (and, to the extent applicable, the States of Delaware and Florida) to be applied.

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

THE BRADFORD EXCHANGE, LTD.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: President, Treasurer and Assistant Secretary

THE ASHTON-DRAKE GALLERIES, LTD.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: President, Treasurer and Assistant Secretary

THE HAMILTON COLLECTION, INC.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: Treasurer

COLLECTIBLES TODAY NETWORK, LTD.

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: Treasurer and Assistant Secretary

**THE BRADFORD EXCHANGE CHECK
COMPANY, LTD.**

By: Richard W. Tinberg
Name: Richard W. Tinberg
Title: President, Treasurer and Assistant
Secretary