

K05938

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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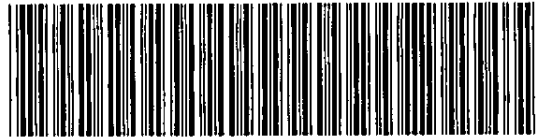
(Business Entity Name)

(Document Number)

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02/26/16--01004--024 \*\*68.75

*merger*

02/29/16--01005--013 \*\*10.00

RECEIVED  
16 FEB 26 PM 3:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*filed merger accord to  
607.1109*

FILED  
16 FEB 26 PM 3:42  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FEB 29 2016  
A RAMSEY

# CT

February 26, 2016

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

Re: Order #: 9899886 SO  
Customer Reference 1: -  
Customer Reference 2: -

Dear Department of State, Florida :

Please obtain the following:

THE CELEDINAS AGENCY, INC (FL)  
Merger (Survivor)  
Florida

THE CELEDINAS AGENCY, INC (FL)  
Obtain Document - Misc - Certified Copy of Merger filing  
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,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

ARTICLES OF MERGER  
of  
CDR ACQUISITION, LLC  
with and into  
THE CELEDINAS AGENCY, INC.

FILED

16 FEB 26 PM 3:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act and the Florida Revised Limited Liability Company Act, CDR Acquisition, LLC, a Florida limited liability company and The Celedinas Agency, Inc., a Florida corporation, do hereby adopt the following articles of merger (the "Articles of Merger") for the purpose of merging CDR Acquisition, LLC with and into The Celedinas Agency, Inc.:

FIRST: CDR Acquisition, LLC, a Florida limited liability company (the "Merging Company") shall be merged with and into The Celedinas Agency, Inc., a Florida corporation (the "merger"), with the Celedinas Agency, Inc. The surviving corporation in the merger is The Celedinas Agency, Inc. (the "Surviving Company").

SECOND: The merger shall become effective upon filing these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date").

THIRD: The Articles of Incorporation of the The Celedinas Agency, Inc. in effect immediately prior to the Effective Date shall remain and be the Articles of Incorporation of the Surviving Company.

FOURTH: The merger of CDR Acquisition, LLC and The Celedinas Agency, Inc. is permitted under the laws of the State of Florida.

FIFTH: An Agreement and Plan of Merger, dated as of February 26, 2016, as by and between CDR Acquisition, LLC and The Celedinas Agency, Inc. (the "Merger Agreement") has been executed, adopted and approved by the Merging Company and the Surviving Company in accordance with the manner prescribed by the Florida Business Corporation Act. The Merger Agreement is attached hereto as Exhibit A.

FIFTH: The Merger Agreement was duly adopted and approved by the constituent corporations to the Merger as follows:

- (a) By the sole member of the Merging Company on February 26, 2016 in accordance with Chapter 605 of the Florida Business Corporation Act; and
- (b) By the Board of Directors and, upon the recommendation of the Board of Directors, by the sole shareholder of the Surviving Company on February 26, 2016 in accordance with Chapter 607 of the Florida Business Corporation Act.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, each of the Merging Company and Surviving Company have caused these Articles of Merger to be signed on this 26th day of February, 2016.

Dated February 26, 2016

THE CELEDINAS AGENCY, INC.

By: 

Name: Ray S. Celedinas

Title: President and Chief Executive  
Officer

Dated February 26, 2016

CDR ACQUISITION, LLC

By its sole member, The Celedinas Agency, Inc.

By: 

Name: Ray S. Celedinas

Title: President and Chief Executive  
Officer

**EXHIBIT A**

**[Merger Agreement]**

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of February 26, 2016, by and between The Celedinas Agency, Inc., a Florida corporation ("Celedinas," and sometimes referred to as the "Surviving Corporation"), and CDR Acquisition, LLC, a Florida limited liability company ("CDR" and, together with Celedinas, the "Parties").

WHEREAS, Celedinas is the sole member of CDR;

WHEREAS, the Parties desire to adopt an agreement and plan of merger within the meaning of Chapters 605 and 607 of the Florida Business Corporation Act (the "Florida Law");

WHEREAS, the Board of Directors of Celedinas and the sole member and manager of CDR deem it advisable that CDR be merged with and into Celedinas pursuant to this Agreement and in accordance with the applicable statutes under Florida Law; and

WHEREAS, the sole shareholder of Celedinas and the sole member and manager of CDR have approved and adopted this Agreement and the merger of CDR into Celedinas upon the terms and conditions set forth herein in accordance with the applicable statutes under Florida Law.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the Parties, who intend to be legally bound hereby, as follows:

1. Merger; Effective Date. After this Agreement has been duly approved in the manner required by law, CDR shall be merged with and into Celedinas (the "Merger") effective as of the filing date in Florida (the "Effective Date"), with Celedinas surviving the Merger.

2. State Filings. Articles of Merger shall be filed with the Florida Department of State in accordance with Chapters 605 and 607 of the Florida Law.

3. Articles of Incorporation; By-Laws. On the Effective Date, the Certificate of Incorporation of Celedinas shall be the Certificate of Incorporation of the Surviving Corporation, and the By-Laws of Celedinas shall be the By-Laws of the Surviving Corporation.

4. Surviving Corporation. The Surviving Corporation shall continue to be governed by the laws of the State of Florida and the separate existence of CDR shall cease to exist upon the Effective Date. The name of the Surviving Corporation shall "The Celedinas Agency, Inc."

5. Manner and Basis of Capital Stock. At the Effective Time, by virtue of the merger and without any action on the part of the holders thereof, (i) the membership interests of CDR outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be cancelled without consideration therefore, and (ii) the shares of common stock, par value \$1.00 per share of the Surviving Company outstanding immediately prior to the Effective Time (the "Surviving Company Shares") and Celedinas shall remain the sole holder of the Surviving

Company Shares, shall remain unchanged and immediately after the Effective Time shall constitute all of the issued and outstanding capital stock of the Surviving Company.

6. Directors; Officers. The directors and officers of Celedinas immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation for the remainder of their respective terms.

7. Termination or Amendment. At any time prior to the Effective Date, the Parties may abandon the proposed Merger to the extent permitted by law or may terminate or amend this Agreement pursuant to a writing signed by the Parties.

8. Captions and Counterparts. The captions in this Agreement are for convenience only and shall not be considered a part, or to affect the construction or interpretation, of any provision of this Agreement. This Agreement may be executed in counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

9. Governing Law. This Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of Florida.


10. Further Assurances. The Parties shall execute and deliver such further instruments of conveyance, transfer and assignment, including filing the necessary documents with Department of State of the State of Florida to complete the Merger and will take such other actions as either of them may reasonably request of the other to effectuate the purposes of this Agreement and to carry out the terms hereof.

11. Complete Agreement. This Agreement contains the complete agreement among the Parties with respect to the Merger and supersedes all prior agreements and understandings with respect to the Merger.

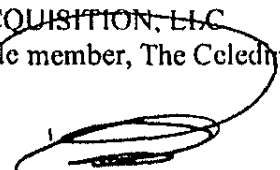
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the Parties has caused this Agreement to be executed as of the date first above written.

THE CELEDINAS AGENCY, INC.

By:   
Name: Ray S. Celedinas  
Title: President and Chief Executive Officer

CDR ACQUISITION, LLC  
By its sole member, The Celedinas Agency, Inc.

By:   
Name: Ray S. Celedinas  
Title: President and Chief Executive Officer