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DIVISION OF CORPORATIONS
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11 MAR -3 AM 8:44

DATE: 03-03-2011

NAME: STRUCTURAL DYNAMICS LLC

TYPE OF FILING: MERGER

COST: \$90

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



CERTIFICATE OF MERGER
of
STRUCTURAL DYNAMICS, LLC
with and into
GOP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -3 AM 8:44

Filed Pursuant to
Section 12:117(E) of the Louisiana Limited Liability Company Law
and
Section 608.4382 of the Florida Statutes

The undersigned corporation, acting pursuant to Section 12:117(E) of the Louisiana Limited Liability Company Law and Section 608.4382 of the Florida Statutes hereby certifies as follows

First: That the name, state of organization and type of entity of each of the entities that are parties to the merger to which this Certificate relates (the "Constituent Entities") are as follows:

| <u>Name</u> | <u>State of Organization and Type of Entity</u> |
|--------------------------|---|
| GOP, Inc. | Louisiana Corporation |
| Structural Dynamics, LLC | Florida Limited Liability Company |

Second: That an Agreement and Plan of Merger between the Constituent Entities (the "Agreement") providing for the merger of Structural Dynamics, LLC with and into GOP, Inc. (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 12:117 of the Louisiana Business Corporation Law and Section 608.438 of the Florida Limited Liability Company Act.

Third: That GOP, Inc. will survive the Merger and continue to operate under its current name (the "Surviving Entity"), and at its current address and principal place of business located at 4800 Lakewood Drive, Metairie, LA 70002.

Fourth: That the Merger shall be effective March 3, 2011.

Fifth: The Surviving Entity hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of Structural Dynamics, LLC, including any appraisal rights of its members under Sections 608.4351-608.43595 of the Florida Statutes. The Florida Secretary of State may use the Surviving Entity's current address and principal place of business located at 4800 Lakewood Drive, Metairie, LA 70002 for purposes of 48.181.

Sixth: The surviving entity has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595 of the Florida Statutes.

Seventh: That the Articles of Incorporation and Bylaws of the Surviving Company as in effect on the Effective Date shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Entity until altered, amended or repealed as provided therein or by law.

Eighth: That a copy of the executed Agreement is on file at the principal place of business of the Surviving Entity, located at 4800 Lakewood Drive, Metairie, LA 70002, Attn: John Fowler.

Ninth: That a copy of the Agreement will be furnished by the Surviving Entity, on request and without cost, to any shareholder or member of the Constituent Entities.

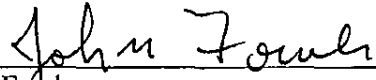
This Certificate of Merger is executed by the Surviving Entity, acting through its undersigned duly authorized manager, this 3rd day of March, 2011.

GOP, INC.

By: _____

Name: John Fowler

Title: President

A handwritten signature in cursive script, appearing to read "John Fowler", is written over a horizontal line.

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared John Fowler, the President of GOP, Inc., a Louisiana corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and being by me first duly sworn, declared to me and the undersigned competent witnesses that the statements therein contained are true and correct, and that he executed such instrument for the purposes therein expressed and as his own act and deed.

IN WITNESS WHEREOF, the said appearer, witnesses and I have hereunto affixed our hands on this 3rd day of March, 2011, in the aforesaid county and state.

WITNESSES:

Lisa LaPeyronie

Print Name: Lisa LaPeyronie

Shawn Biefer

Print Name: Shawn Biefer

John Fowler
John Fowler, President

F. Rivers Lelong, Jr.
NOTARY PUBLIC

F. RIVERS LELONG, JR.
NOTARY PUBLIC
State of Louisiana
My Commission Is Issued For Life
La. Bar Roll No. 20268

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of March 3, 2010 by and between Structural Dynamics, LLC, a Louisiana limited liability company (the "Disappearing Company"), and GOP, Inc. (f.k.a. Engineering Dynamics, Inc.), a Louisiana limited liability company (the "Surviving Company").

W I T N E S S E T H:

WHEREAS, the sole manager and the members of the Disappearing Company, and the shareholders and the directors of the Surviving Company, respectively, deem it advisable that the Disappearing Company be merged with and into the Surviving Company pursuant to the provisions of the Florida Limited Liability Act and the Louisiana Business Corporation Law (together, the "Acts") upon the terms and conditions set forth in this Agreement (the "Merger").

NOW, THEREFORE, the parties hereby agree as follows:

ARTICLE I THE MERGER

Upon the terms and subject to the conditions hereinafter set forth herein, on the Effective Date (as defined below), the Disappearing Company shall be merged with and into the Surviving Company, the separate existence of the Disappearing Company shall cease, and the Surviving Company shall continue in existence as the surviving company of the Merger.

ARTICLE II EFFECTIVE DATE

The Merger shall become effective (the "Effective Date") when properly executed Certificates of Merger (the "Merger Certificates"), are accepted for filing by the Secretary of State of Louisiana and the Secretary of State of Florida, respectively, which filings shall be made as soon as practicable after the execution and delivery of this Agreement.

ARTICLE III ORGANIZATIONAL DOCUMENTS; MANAGEMENT

The Articles of Incorporation, Bylaws, Directors and Officers of the Surviving Company as in effect on the Effective Date shall be the Articles of Incorporation, Bylaws, Directors and Officers of the Surviving Company after the Effective Date unless and until such are changed in accordance with law.

**ARTICLE IV
CANCELLATION OF SHARES**

On the Effective Date, each membership interest of the Disappearing Company issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger, automatically and without any action on the part of any holder thereof, be cancelled without payment or other consideration given in respect thereof.

**ARTICLE V
EFFECTS OF MERGER**

The Merger shall have the effects set forth in the Acts.

**ARTICLE VI
FILING OF CERTIFICATE OF MERGER**

This Agreement shall be executed and delivered by the duly authorized officers or representatives of the Disappearing Company and the Surviving Company as required by the Acts. As soon as practicable thereafter, the Merger Certificates shall be executed and delivered to the Secretary of State of Louisiana and the Secretary of State of Florida for filing and recording in the manner required by law.

**ARTICLE VII
MISCELLANEOUS**

The Surviving Company agrees to pay to any members of the Disappearing Company with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595 of the Florida Limited Liability Company Act.

The members and sole manager of the Disappearing Company and the shareholders and directors of the Surviving Company have approved this Agreement and the Merger in accordance with the Acts.

At any time prior to the Effective Date, this Agreement may be terminated by the mutual agreement of the parties notwithstanding approval of this Agreement by the director, shareholder, manager and member of the respective parties hereto.

This Agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, this Agreement is executed by the parties, acting through their duly authorized officers or representatives as of the day and year first above written.

GOP, INC.

By: John H Fowler
John Fowler
President


STRUCTURAL DYNAMICS, LLC

By: John H Fowler
John Fowler
Manager

**CERTIFICATE OF
GOP, INC.**
(A Louisiana Corporation)

I hereby certify that I am the duly appointed President of GOP, Inc., a Louisiana corporation, presently serving in such capacity, and that the foregoing Agreement and Plan of Merger was, in the manner required by the Louisiana Business Corporation Law, duly approved, without alteration or amendment, by unanimous written consent of the shareholders and the directors of GOP, Inc., and duly executed according to the Louisiana Business Corporation Law.

Dated: March 3, 2011.



John Fowler
President

**CERTIFICATE OF
STRUCTURAL DYNAMICS, LLC**
(A Florida Limited Liability Company)

I hereby certify that I am the duly appointed Manager of Structural Dynamics, LLC, a Florida limited liability company, presently serving in such capacity, and that the foregoing Agreement and Plan of Merger was, in the manner required by the Florida Limited Liability Company Act, duly approved, without alteration or amendment, by written consent of the sole member and the sole manager of Structural Dynamics, LLC, and duly certified and executed according to the Florida Limited Liability Company Act.

Dated: March 3, 2011.



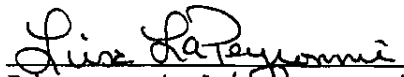
John Fowler, Manager

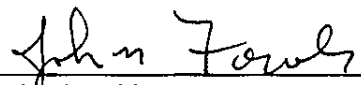
**ACKNOWLEDGEMENT
AS TO
GOP, INC.**


STATE OF LOUISIANA)
)
PARISH OF ORLEANS)

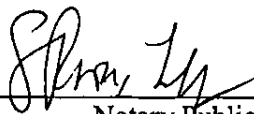
BEFORE ME, the undersigned authority, on this 3rd day of March, 2011, personally came and appeared John Fowler, who, being duly sworn, declared and acknowledged before me that he is the duly appointed President of GOP, Inc., a Louisiana corporation, and that in such capacity he was duly authorized to and did execute the foregoing Agreement and Plan of Merger on behalf of such Corporation, for the purposes therein expressed, and as his and such corporation's free act and deed.

WITNESSES:


Print name: Lisa LaPeyronie


John Fowler, President


Print name: Shawn Kietler


Notary Public

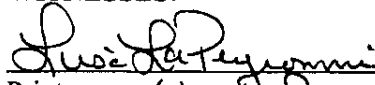
**F. RIVERS LE LONG, JR.
NOTARY PUBLIC
State of Louisiana
My Commission Is Issued For Life
La. Bar Roll No. 20268**

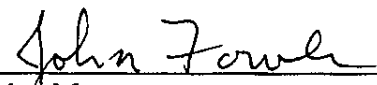
**ACKNOWLEDGEMENT
AS TO
STRUCTURAL DYNAMICS, LLC**

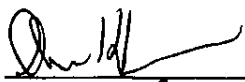
STATE OF LOUISIANA)
)
PARISH OF ORLEANS)

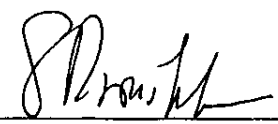
BEFORE ME, the undersigned authority, on this 3rd day of March, 2011, personally came and appeared John Fowler, who, being duly sworn, declared and acknowledged before me that he is the duly appointed Manager of Structural Dynamics, LLC, a Florida limited liability company, and that in such capacity he was duly authorized to and did execute the foregoing Agreement and Plan of Merger on behalf of such limited liability company, for the purposes therein expressed, and as his and such corporation's free act and deed.

WITNESSES:


Print name: Lisa LaRaymonni


John Fowler, Manager


Print name: Shawn Kiefer


Notary Public

**F. RIVERS LELONG, JR.
NOTARY PUBLIC
State of Louisiana
My Commission is Issued For Life
La. Bar Roll No. 20288**