

Division of Corporations

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Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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MERGER OR SHARE EXCHANGE Equity Administrative Services, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$85.00

Merger

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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13 DEC 30 AM 11:11

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Equity Administrative Services, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Christine Dziak

Contact Person

Ulmer & Berne LLP

Firm/Company

1660 West 2nd Street, Suite 1100

Address

Cleveland, Ohio 44113

City, State and Zip Code

cdziak@ulmer.com

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

For further information concerning this matter, please call:

Christine Dziak

Name of Contact Person

at (216) 583-7064

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Wellington Capital Investments, LLC	Florida	limited liability company
Sterling Administrative Services, LLC	Texas	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Equity Administrative Services, Inc.	Ohio	for profit corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2013

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

1 Equity Way, Westlake, Ohio 44145

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

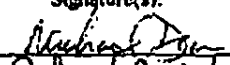
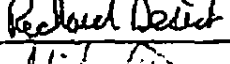
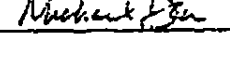
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 1 Equity Way, Westlake, Ohio 44145

Mailing address: 1 Equity Way, Westlake, Ohio 44145

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.605.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Equity Administrative Services, Inc.		Michael Doo, VP and CFO
Wellington Capital Investments, LLC		Richard Desich, Manager
Sterling Administrative Services, LLC		Michael Doo, VP and CFO

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
For each Corporation: \$35.00
For each Limited Partnership: \$52.50
For each General Partnership: \$25.00
For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated December 23, 2013, is made by and between EQUITY ADMINISTRATIVE SERVICES, INC., an Ohio corporation ("Equity"), STERLING ADMINISTRATIVE SERVICES, LLC, a Texas limited liability company ("Sterling"), and WELLINGTON CAPITAL INVESTMENTS, LLC, a Florida limited liability company ("Wellington"). Equity, Sterling and Wellington are sometimes referred to herein collectively as the "Constituent Entities."

RECITALS

A. Equity (Ohio Registration 1361919) is an Ohio corporation in full force and effect in the State of Ohio.

B. Sterling (Texas Registration 801105425) is a Texas limited liability company in full force and effect in the State of Texas.

C. Wellington (Florida Registration L09000088362) is a Florida limited liability company in full force and effect in the State of Florida.

D. The directors of Equity and the manager of Sterling and the members of Wellington have approved the merger of Sterling and Wellington with and into Equity under the provisions of the Ohio Revised Code, the Texas Business Organizations Code and the Florida Limited Liability Company Act and have approved this Agreement and Plan of Merger.

NOW, THEREFORE, in accordance with the laws of the States of Ohio, Texas and Florida, Equity, Sterling and Wellington hereby agree that:

ARTICLE 1: MERGER

Subject to the conditions hereinafter set forth, Sterling and Wellington shall be and hereby are merged with and into Equity, with Equity being the surviving entity, a corporation formed under the laws of the State of Ohio (hereinafter sometimes called the "Surviving Entity").

ARTICLE 2: NAME

The Surviving Entity shall be Equity which, upon the effective date of the Merger, shall continue to use the name "Equity Administrative Services, Inc."

ARTICLE 3: STATUTORY AGENT

U-B Corporation, whose address is 1660 West 2nd Street, Suite 1100, Cleveland, Ohio 44113, shall continue to be the statutory agent upon whom any process, notice or demand against the Surviving Entity may be served, and upon whom any process, notice or demand against either of the Constituent Entities may be served.

ARTICLE 4: TERMS OF MERGER

On the effective date of the merger, the outstanding shares owned by shareholders of Equity shall be the same as the ownership of the outstanding shares of Equity immediately before the effective date of the merger.

On the effective date of the merger: (a) all of the membership interests of Sterling held by Wellington, representing 100% of the outstanding interests in Sterling; and (b) all of the membership interests in Wellington held by The Richard Desich Irrevocable 2005 South Dakota Trust (the "Trust") and Equity, representing 100% of the outstanding interests in Wellington, shall, by virtue of the merger and without any action on the part of the owners thereof, automatically be cancelled and no consideration shall be delivered or paid in exchange thereof.

ARTICLE 5: EFFECT OF MERGER

Ohio law shall govern the merger and the Surviving Entity after the effective date of the merger.

ARTICLE 6: EFFECTIVE DATE; CERTIFICATE OF MERGER

As soon as practicable after the execution of this Agreement, a duly executed Certificate of Merger pursuant to the applicable provisions of Ohio law shall be filed with the office of the Secretary of State of Ohio; a Certificate of Merger pursuant to the applicable provisions of Texas law shall be filed with the office of the Secretary of State of Texas; and a Certificate of Merger pursuant to the applicable provisions of Florida law shall be filed with the office of the Secretary of State of Florida.

The Constituent Entities shall effect the merger provided for by this Agreement as of December 31, 2013, which date shall be the "Effective Date" of the merger.

ARTICLE 7: SURVIVING ENTITY

Upon the Effective Date, the separate existences of Sterling and Wellington shall cease and they shall be merged with and into the Surviving Entity in accordance with this Agreement and Plan of Merger. In furtherance of the above:

A. The Surviving Entity shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the Constituent Entities, and all obligations belonging to or due to each of the Constituent Entities, all of which shall be vested in the Surviving Entity without further act or deed. Title to any real estate or any interest therein vested in any Constituent Entity shall not revert or in any way be impaired by reason of the merger herein provided. The Surviving Entity shall be liable for all of the obligations of each Constituent Entity.

B. All rights of creditors of each Constituent Entity are preserved unimpaired. All liens upon the property of any Constituent Entity are preserved unimpaired, solely on the property affected by such liens immediately prior to the Effective Date.

ARTICLE 8: CONSENT TO SERVICE OF PROCESS

The Surviving Entity consents to be sued and served with process in the States of Texas and Florida and irrevocably appoints the Secretaries of State of Texas and Florida as its agents to accept service of process in any proceeding in the State of Texas or Florida to enforce against the Surviving Entity any obligation of Sterling or Wellington.

{Remainder of page intentionally blank}

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed
as of the date first set forth above.

EQUITY ADMINISTRATIVE SERVICES, INC.,
an Ohio corporation

By: Michael Dea
Name: Michael Dea
Title: Vice President and CFO

STERLING ADMINISTRATIVE SERVICES,
LLC, a Texas limited liability company

By: Michael Dea
Name: Michael Dea
Title: Vice President and CFO

WELLINGTON CAPITAL INVESTMENTS, LLC,
a Florida limited liability company

By: Richard Desch
Name: Richard Desch, individually and on behalf
of Equity Partnership Holdings, LLC
Title: Manager