

M16000004288

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

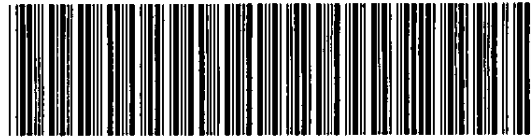
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400286461524

FILED
2016 JUN -2 AM 8:36
STATE OF ALABAMA
TALLAHASSEE

RECEIVED
DEPARTMENT OF STATE
2016 JUN -2 PM 4:27
TALLAHASSEE
SUFFICIENCY OF FILING

Mr. Geller

JUN 03 2016

I ALBRITTON

file 2nd
*do not separate
please*

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 161345 4305581
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 90.00

ORDER DATE : June 1, 2016
ORDER TIME : 3:26 PM
ORDER NO. : 161345-020
CUSTOMER NO: 4305581

ARTICLES OF MERGER

COLLECTORSOLUTIONS, INC.

INTO

CSI ACQUISITION SUB ONE, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS:

10

**Articles of Merger
For
Florida Profit Corporation
With
Delaware Limited Liability Company**

FILED
2016 JUN -2 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with Section 607.1109 of the Florida Business Corporation Act.

FIRST: The name, entity type, and jurisdiction of incorporation or organization for each merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CollectorSolutions, Inc.	Florida	Corporation
CSI Acquisition Sub One, LLC	Delaware	Limited Liability Company

SECOND: The surviving entity will be CSI Acquisition Sub One, LLC, a Delaware limited liability company (the “**Surviving Entity**”).

THIRD: The Plan of Merger, attached hereto as Exhibit A (“**Plan of Merger**”), was approved by CollectorSolutions, Inc., a Florida corporation (the “**Non-Surviving Entity**”), in accordance with the applicable provisions of Chapter 607 of the Florida Business Corporation Act.

FOURTH: The Plan of Merger was approved by the Surviving Entity in accordance with the Delaware Limited Liability Company Act.

FIFTH: The merger shall become effective at 5:00 p.m. eastern standard time on June 2, 2016.

SIXTH: The address of the Surviving Entity’s principal office is: 1175 Lancaster Avenue., Suite 200, Berwyn, PA 19312.

SEVENTH: The Surviving Entity appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Non-Surviving Entity.

EIGHTH: The Surviving Entity agrees to promptly pay to the dissenting shareholders of the Non-Surviving Entity the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the below entities have caused these Articles of Merger to be signed by an authorized officer as of June 2, 2016.

CollectorSolutions, Inc.

By: 

Name: Gene M. Valentino

Title: Chief Executive Officer

CSI Acquisition Sub One, LLC

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, each of the below entities have caused these Articles of Merger to be signed by an authorized officer as of June 2, 2016.

CollectorSolutions, Inc.

By: _____
Name: _____
Title: _____

CSI Acquisition Sub One, LLC


By:  _____
Name: Peter B. Davidson
Title: Vice Chairman and Corporate
Secretary of JetPay Corporation, the sole
member of CSI Acquisition Sub One, LLC

EXHIBIT A

PLAN OF MERGER

FIRST: The name, entity type, and jurisdiction of incorporation or organization for each merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CollectorSolutions, Inc.	Florida	Corporation
CSI Acquisition Sub One, LLC	Delaware	Limited Liability Company

SECOND: The surviving entity will be CSI Acquisition Sub One, LLC, a Delaware limited liability company (the "**Surviving Entity**").

THIRD: The terms and conditions of the merger are as follows: (i) the Certificate of Formation of the Surviving Entity and the Limited Liability Company Agreement of the Surviving Entity in effect immediately prior to the effective time of the merger shall remain as the Certificate of Formation and the Limited Liability Company Agreement of the Surviving Entity immediately following the effective time of the merger, except that the first provision of the Certificate of Formation of the Surviving Entity shall be amended to read as follows: "FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is: CollectorSolutions, LLC.", (ii) the officers of CollectorSolutions, Inc., a Florida corporation (the "**Non-Surviving Entity**"), immediately prior to the effective time of the merger shall become the officers of the Surviving Entity immediately following the effective time of the merger, and (iii) the board of managers, or other similar governing body, of the Surviving Entity immediately prior to the effective time of the merger shall remain as the board of managers, or other similar governing body, of the Surviving Entity immediately following the effective time of the merger.

FOURTH: The manner and basis of converting the Common Stock of the Non-Surviving Entity into membership interests of the Surviving Entity is as follows: each share of Common Stock of the Non-Surviving Entity immediately prior to the effective time of the merger shall be converted into one (1) fully paid and non-assessable membership interest of the Surviving Entity, and such membership interest shall constitute the only outstanding membership interest of the Surviving Entity.

FIFTH: The manner and basis of converting the rights to acquire shares of the Common Stock of the Non-Surviving Entity into the rights to acquire membership interests of the Surviving Entity or, in whole or in part, into cash or other property: none.

SIXTH: The Surviving Entity is a limited liability company and the name and business address of each manager of the Surviving Entity is as follows: 1175 Lancaster Avenue., Suite 200, Berwyn, PA 19312.

SEVENTH: The Plan of Merger is on file at the following office of the Surviving Entity: 1175 Lancaster Avenue., Suite 200, Berwyn, PA 19312. A copy of the Plan of Merger

will be furnished by the Surviving Entity, on request and without cost, to any member of the Non-Surviving Entity.