

m52719

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merger

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

*02250, 00142, 00672

DR
12/27/12



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 469554 4332209

AUTHORIZATION :

A handwritten signature in black ink, appearing to read "L. DeLeon", is written over the word "AUTHORIZATION".

COST LIMIT : \$ 70.00

ORDER DATE : December 20, 2012

ORDER TIME : 11:18 AM

ORDER NO. : 469554-010

CUSTOMER NO: 4332209

ARTICLES OF MERGER

THOMSON FINANCIAL HOLDINGS
INC.

INTO

THOMSON REUTERS ORGANIZATION
CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 26, 2012

CSC

Atten: Stephanie Milnes
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: THOMSON REUTERS ORGANIZATION CORP.
Ref. Number: M52719

We have received your document for THOMSON REUTERS ORGANIZATION CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 812A00030274

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2012 DEC 26 PM 4:18
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF MERGER

FILED

OF

THOMSON FINANCIAL HOLDINGS INC.

AND

THOMSON REUTERS ORGANIZATION CORP.

2012 DEC 21 PM 3:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

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 is: Thomson Reuters Organization Corp., a Florida corporation.

SECOND: The name and jurisdiction of the merging corporation is: Thomson Financial Holdings Inc., a Delaware corporation.

THIRD: The Plan of Merger is attached hereto.

FOURTH: The merger shall become effective on December 21, 2012.

FIFTH: The Plan of Merger was adopted by the Board of Directors and the sole shareholder of the surviving corporation on December 18, 2012.

SIXTH: The Plan of Merger was adopted by the Board of Directors and the sole shareholder of the merging corporation on December 18, 2012.

Executed on December 20, 2012.

THOMSON FINANCIAL HOLDINGS INC.

By:

Helen V. Stamatiadis
Assistant Secretary

THOMSON REUTERS ORGANIZATION CORP.

By:

Helen V. Stamatiadis
Assistant Secretary

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. **Thomson Reuters Organization Corp.**, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of **Thomson Financial Holdings Inc.**, which is a business corporation of the State of Delaware, hereby merges **Thomson Financial Holdings Inc.** into **Thomson Reuters Organization Corp.** pursuant to the provisions of the General Corporation Law of the State of Delaware and pursuant to the provisions of the Florida Statutes.
2. The separate existence of **Thomson Financial Holdings Inc.** shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and **Thomson Reuters Organization Corp.** shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Statutes.
3. The issued shares of **Thomson Financial Holdings Inc.** shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered, cancelled and extinguished.
4. The Board of Directors and the proper officers of **Thomson Reuters Organization Corp.** are hereby authorized, empowered, and directed to do any and all acts and things; and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.