

M 80337

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☐ PICK-UP

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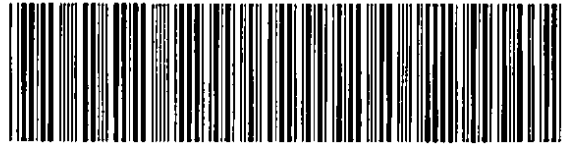
(Business Entity Name)

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1 ALBRITTON

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

ACCOUNT NO. : I20000000195  
REFERENCE : 3328937 5124234  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 70.00

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ORDER DATE : December 15, 2021  
ORDER TIME : 1:31 PM  
ORDER NO. : 332893-010  
CUSTOMER NO: 5124234

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ARTICLES OF MERGER

INTERNATIONAL ACADEMY OF  
MERCHANDISING & DESIGN, INC.

INTO

PERDOCEO EDUCATION  
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS:

*[Handwritten initials "YA" inside a circle]*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**RESUBMIT**  
Please give original  
submission date as file date.

December 17, 2021

CORPORATION SERVICE COMPANY

SUBJECT: PERDOCEO EDUCATION CORPORATION  
Ref. Number: W21000159820

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The Articles of Merger was not included. Please see the enclosed form.

We can find no record of the entity named in your document. If this is the correct name, please provide us with the document number, or any other documentation supporting that this entity is registered with the Division of Corporations.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Irene Albritton  
Regulatory Specialist III

Letter Number: 721A00030512

RECEIVED  
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ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Perdoceo Education Corporation  
Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Heidi Heifetz

Contact Person

Perdoceo Education Corporation

Firm/Company

231 N. Martingale Road

Address

Schaumburg, IL 60173

City/State and Zip Code

hheifetz@perdoceoed.com

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

For further information concerning this matter, please call:

Heidi Heifetz

Name of Contact Person

At ( 847 ) 305-0863

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Perdoceo Education Corporation</u>	<u>DE</u>	<u>Corp</u>	<u>2366970</u>

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>International Academy of Merchandising &amp; Design, Inc.</u>	<u>FL</u>	<u>Corp</u>	<u>M80337</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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<u> </u>	<u> </u>	<u> </u>	<u> </u>

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☒ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

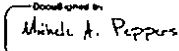

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed 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:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
International Academy of Merchandising & Design, Inc.		Michele A. Peppers
Perdoceo Education Corporation		Jeffrey D. Ayers

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 an authorized person

Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into as of December 1, 2021, by and between Perdoceo Education Corporation a Delaware corporation ("PEC"), and International Academy of Merchandising & Design, Inc. a Florida corporation ("IAMD"), which are hereinafter sometimes referred to jointly as the "Constituent Companies".

WHEREAS, PEC desires to acquire the properties and other assets, and to assume all of the liabilities and obligations of IAMD, a wholly-owned subsidiary of PEC, by means of a merger of IAMD with and into PEC under and pursuant to the terms and conditions of Title 8, Section 251 of the Delaware General Corporation Law of the State of Delaware (the "DGCL"), Chapter 607, Section 1101 of the Florida Business Corporation Act (the "FBCA") and this Plan of Merger, with PEC being the sole resulting and surviving party to the merger, and succeeding to all of the assets, rights, and properties of IAMD;

WHEREAS, the Board of Directors and the Sole Shareholder of IAMD has, by resolution, adopted by unanimous written consent, duly adopted and approved this Plan of Merger; and

NOW THEREFORE, in consideration of the mutual covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Companies hereby agree as follows:

ARTICLE I THE MERGER

SECTION 1.01. The Merger. (a) IAMD shall be merged with and into PEC with PEC as the surviving entity ("Surviving Company"), pursuant to this Plan of Merger and in accordance with the DGCL and the FBCA (the "Merger"). This Plan of Merger is intended to and meets the requirements of an agreement of merger under the DGCL and the FBCA.

(b) Surviving Company shall file the Certificate of Merger with the Secretary of State of the States of Delaware and Florida, and shall make all other filings or recordings required by DGCL law and the FBCA law in connection with the Merger. The Merger shall become effective on the later filing date of the governing authorities (the "Effective Date"). On the Effective Date, the separate existence of IAMD shall cease and IAMD shall be merged with and into the Surviving Company.



SECTION 1.02. Manner and Basis of Conversion of Shares. Upon the completion of the Merger, (a) all of the shares of PEC that are issued and outstanding on the Effective Date shall remain issued and outstanding, and shall constitute all of the shares of the surviving Company, and (b) all shares of IAMD that are then issued and outstanding, and all certificates representing such shares, shall be cancelled and retired and all rights in respect thereof shall cease to exist.

## ARTICLE II THE SURVIVING COMPANY

SECTION 2.01. Governing Documents. The Articles of Incorporation and the By-Laws of PEC shall remain effective as the Articles of Incorporation and By-Laws of the Surviving Company and shall not be changed as a result of or in connection with the Merger.

SECTION 2.02. Directors and Officers. The persons who are directors and officers of PEC on the Effective Date shall continue as directors and officers of the Surviving Company until their respective successors shall be duly elected and qualified.

## ARTICLE III TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.01. Transfer, Conveyance and Assumption. On the Effective Date, PEC shall continue in existence as the Surviving Company, and without further transfer, succeed to and possess all of the rights, privileges, and powers of IAMD, and all of the assets and property of whatever kind and character of IAMD shall vest in PEC without further act or deed. Thereafter, PEC, as the Surviving Company, shall assume and be liable for all liabilities and obligations of IAMD, including all valid and enforceable rights of creditors and valid and enforceable liens, debts, liabilities, obligations, and duties, and all such liabilities and obligations may be enforced against PEC to the same extent as if they had been initially incurred or contracted by PEC.

## ARTICLE IV CERTIFICATION

SECTION 4.01. Approval by IAMD. This Plan of Merger was duly adopted and approved by written consent of the Board of Directors and the Sole Shareholder of IAMD in accordance with the applicable laws of the State of Florida and the By-Laws of IAMD.

SECTION 4.02. Approval by PEC. This Plan of Merger was duly adopted and approved by written consent of PEC as the Sole Shareholder of IAMD in accordance with the applicable laws of the State of Delaware.

## ARTICLE V CONDITIONS

SECTION 5.01. Termination. Notwithstanding approval of the Merger by the sole shareholder and the Board of Directors of IAMD, the Merger and this Plan of Merger may be abandoned at any time before or after such approval, but not later than the filing of the Certificate of Merger by PEC, evidenced by and through appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Section 5.01, this Plan of Merger shall become void and have no effect and shall not impose any liability on the part of either of the Constituent Companies.

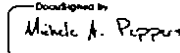
SECTION 5.02. Amendment. The Constituent Companies, by mutual consent of the Sole Shareholder and the Board of Directors of IAMD, may at any time prior to the filing of the Certificate of Merger amend this Plan of Merger in such manner as may be agreed upon by them in writing, subject to limitations imposed by applicable law.

SECTION 5.03. Counterparts. This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same agreement.

[Signature page follows.]

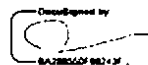
**IN WITNESS WHEREOF**, the parties hereto have caused this Plan of Merger to be duly executed as of the day and year first above written.

**INTERNATIONAL ACADEMY OF  
MERCHANDISING & DESIGN, INC.**

By:  \_\_\_\_\_  
DocuSigned by  
Michele A. Pepper  
90AC4F-1347C4EC

Name: Michele A. Pepper  
Title: Vice President

**PERDOCEO EDUCATION CORPORATION**

By:  \_\_\_\_\_  
DocuSigned by  
Jeffrey D. Ayers  
8A3785C4-0A82-4F3F

Name: Jeffrey D. Ayers  
Title: Senior Vice President