

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

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

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MERGER OR SHARE EXCHANGE

International Association of Bomb Technicians and In.

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$78.75

and In
merger/cc
@ 10/9/14

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WASHINGTON, D.C. 20535
FBI - MIAMI

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The International Association of Bomb Technicians and Investigators,
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Rachel Saunders
(Contact Person)

Sidley Austin LLP
(Firm/Company)

One South Dearborn
(Address)

Chicago, IL 60603
(City/State and Zip Code)

For further information concerning this matter, please call:

Rachel Saunders At (312) 853-6099
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The International Association of Bomb Tech	California	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
International Association of Bomb Technicians	Florida	

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on January 31, 2014. The number of directors in office was 11. The vote for the plan was as follows: 11 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST


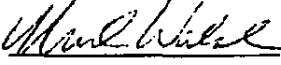
SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on January 31, 2014. The number of directors in office was 11. The vote for the plan was as follows: 11 FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
The International Association of Bomb Technicians		Michael Walsh, International Director
International Association of Bomb Technicians		Michael Walsh, International Director

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of January 31, 2014, is by and between The International Association of Bomb Technicians and Investigators, a California public benefit corporation (the "Corporation"), and International Association of Bomb Technicians and Investigators, Inc., a Florida not-for-profit corporation (herein "Merging Company").

WHEREAS, this Agreement is submitted in compliance with section 617.1101 of the Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation;

WHEREAS, the Board of Directors of the Merging Company deems it to be in the best interests of the Merging Company to merge with and into the Corporation;

WHEREAS, the Board of Directors of the Corporation deems it to be in the best interests of the Corporation to merge the Merging Company with and into the Corporation;

WHEREAS, the respective Boards of Directors of the Corporation and the Merging Company, have approved the merger (the "Merger") of the Merging Company with and into the Corporation, with the Corporation surviving the Merger, pursuant to the terms and conditions of this Agreement; and

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt of which each party hereby acknowledges, the parties agree as follows:

1. The Merger. Upon the terms and subject to the conditions set forth in this Agreement, the Merging Company shall be merged with and into the Corporation at the Effective Time (as hereinafter defined). Following the Merger, the Corporation shall continue as the surviving corporation (the "Surviving Corporation") and shall succeed to and assume all the rights and obligations of the Merging Company.

2. Membership Interests. Each membership of the Merging Company shall be converted into one membership of the Surviving Corporation.

3. Effective Time. The Merger shall become effective (the "Effective Time") when the Articles of Merger, executed in accordance with the relevant provisions of the California Corporations Code, as amended, are duly filed with the Secretary of State of the State of California.

4. Charter and Bylaws: Directors and Officers. At the Effective Time:

(a) the Articles of Incorporation of the Corporation shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by applicable law and such Articles of Incorporation;

(b) the Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter changed or amended as provided by law, the Articles of Incorporation of the Surviving Corporation or such Bylaws;

(c) the Directors of the Corporation immediately prior to the Effective Time shall be the Directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation, until their successors are duly elected or appointed and qualified, or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws; and

(d) the officers of the Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

5. General Provisions.

(a) *Counterparts.* This Agreement may be executed in any number of counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more counterparts have been signed by each party and delivered to the other party, it being understood that the parties need not sign the same counterpart.

(b) *Governing Law.* This Agreement shall be governed by, and construed in accordance with, the laws of the State of California.

(c) *Partial Validity.* Wherever possible, each provision hereof shall be interpreted in such manner as to be effective and valid under applicable law, but in case any one or more of the provisions contained herein shall, for any reason, be held to be invalid, illegal or unenforceable in any respect, such provision shall be ineffective to the extent, but only to the extent, of such invalidity, illegality or unenforceability without invalidating the remainder of such invalid, illegal or unenforceable provision or provisions or any other provisions hereof, unless such a construction would be unreasonable.

(d) *Further Assurance.* Merging Company shall from time to time, as and when requested by the Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized officers as of the day and year first above written.

**THE INTERNATIONAL ASSOCIATION
OF BOMB TECHNICIANS AND
INVESTIGATORS**


By: Joseph P. Sweeney
Name: Joseph P. Sweeney
Title: International Director (President)


**INTERNATIONAL ASSOCIATION OF
BOMB TECHNICIANS AND
INVESTIGATORS, INC.**

By: Joseph P. Sweeney
Name: Joseph P. Sweeney
Title: International Director (President)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly re-executed and confirmed by their respective authorized officers as of this 29 day of September, 2014.

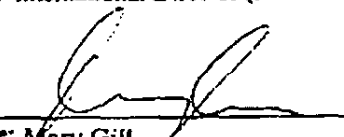
**THE INTERNATIONAL ASSOCIATION
OF BOMB TECHNICIANS AND
INVESTIGATORS**

By: 
Name: Michael Walsh
Title: International Director (President)

By: 
Name: Mary Gill
Title: Secretary

**INTERNATIONAL ASSOCIATION OF
BOMB TECHNICIANS AND
INVESTIGATORS, INC.**

By: 
Name: Michael Walsh
Title: International Director (President)

By: 
Name: Mary Gill
Title: Secretary

The International Association of Bomb Technicians and Investigators

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

January 31, 2014

The undersigned, being the board of directors (the "Board") of The International Association of Bomb Technicians and Investigators, a California public benefit corporation (the "Company"), hereby waives notice of the time, place and purpose of a meeting and consents to, approves and adopts the following resolutions without a meeting pursuant to Section 7211(b) of the Corporations Code of the State of California.

WHEREAS, the Board has been presented with the Agreement and Plan of Merger, dated as of January 31, 2014 (the "Merger Agreement"), among the Company and International Association of Bomb Technicians and Investigators, Inc.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and adopts the Merger Agreement and approves the Merger and the other transactions and agreements contemplated by the Merger Agreement.

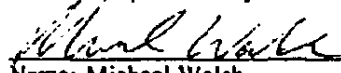
All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Merger Agreement. This Action by Written Consent shall be filed with the minutes of the Company.

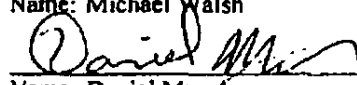
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IN WITNESS WHEREOF, the undersigned has executed this Action by Written Consent as of the date first above written.

THE INTERNATIONAL ASSOCIATION
OF BOMB TECHNICIANS AND
INVESTIGATORS

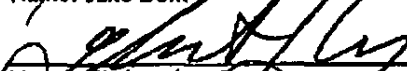

Name: Joseph Sweeney



Name: Michael Walsh


Name: Daniel Murphy



Name: Lance Connors


Name: Jake Bohi



Name: Christopher Ory


Name: Bob Boland


Name: Bobby Klepper


Name: Dave McCulloch


Name: John Simpson


Name: Derick Ivany

Signature page to Action by Written Consent of the Board of the Company

International Association of Bomb Technicians and Investigators, Inc.

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

January 31, 2014

The undersigned, being the board of directors (the "Board") of International Association of Bomb Technicians and Investigators, Inc., a Florida not-for-profit corporation (the "Company"), hereby waives notice of the time, place and purpose of a meeting and consents to, approves and adopts the following resolutions without a meeting pursuant to Section 617.0821 of the 2013 Statutes of the State of Florida.

WHEREAS, the Board has been presented with the Agreement and Plan of Merger, dated as of January 31, 2014 (the "Merger Agreement"), among the Company and The International Association of Bomb Technicians and Investigators.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and adopts the Merger Agreement and approves the Merger and the other transactions and agreements contemplated by the Merger Agreement.


All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Merger Agreement. This Action by Written Consent shall be filed with the minutes of the Company.

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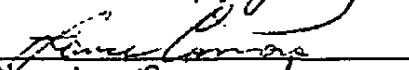
IN WITNESS WHEREOF, the undersigned has executed this Action by Written Consent as of the date first above written.

INTERNATIONAL ASSOCIATION OF
BOMB TECHNICIANS AND
INVESTIGATORS, INC.


Name: Joseph Sweeney


Name: Michael Walsh


Name: Daniel Murphy


Name: Lance Connors


Name: Jake Bohi



Name: Christopher Ory


Name: Bob Boland


Name: Bobby Klepper


Name: Dave McCulloch


Name: John Simpson


Name: Derick Ivany

Signature page to Action by Written Consent of the Board of the Company