

P00000053443

ACCOUNT NUMBER: FCA000000005

REFERENCE:
(Sub Account)

1733786

DATE:

4-11

REQUESTOR NAME:

Lexis Document Services

ADDRESS:

TELEPHONE:

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CONTACT NAME:

CORPORATION NAME:

Guggenheim Investment Advisors, Inc.
(with and into) Guggenheim Investment Advisors, LLC

DOCUMENT NUMBER:
(if applicable)

AUTHORIZATION:

C. Woodward
Cynthia J. Woodward

☐ CERTIFIED COPY (1-9)

☒ CERTIFICATE OF STATUS (1-9)

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02 APR 11 PM 2:11
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02 APR 11 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GUGGENHEIM INVESTMENT ADVISORS, INC., A FLORIDA CORPORATION
(P00000053443)

INTO

GUGGENHEIM INVESTMENT ADVISORS, LLC., entity not qualified in Florida.

File date: April 11, 2002

Corporate Specialist: Diane Cushing

Account number: FCA000000005

Amount charged: 60.00

ARTICLES OF MERGER
MERGING

Guggenheim Investment Advisors, Inc., a Florida corporation

WITH AND INTO

Guggenheim Investment Advisors, LLC, a Delaware limited liability company

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the corporations hereinafter named do hereby submit the following articles of merger:

FIRST: The respective names of the entities proposed to merge, and the respective names of the States under the laws of which they are organized, are Guggenheim Investment Advisors, Inc., a Florida corporation (the "Merging Corporation"); and Guggenheim Investment Advisors, LLC, a Delaware limited liability company (the "Surviving LLC").

SECOND: Annexed hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger between the Merging Corporation and the Surviving LLC that provides for merging the Merging Corporation with and into the Surviving LLC (the "Plan of Merger").

THIRD: The Plan of Merger was approved and adopted by the Unanimous Written Consent of the Board of Directors of the Merging Corporation on February 28, 2002, in accordance with, and in the manner prescribed by, the Merging Corporation's Articles of Incorporation, Bylaws, and applicable law.

FOURTH: The Plan of Merger was approved and adopted by the Written Consent of the Sole Shareholder of the Merging Corporation on February 28, 2002, in accordance with, and in the manner prescribed by, the Merging Corporation's Articles of Incorporation, Bylaws, and applicable law.

FIFTH: The Plan of Merger was adopted on February 28, 2002, in accordance with the laws of the State of Delaware, by written resolution of the sole member of the Surviving LLC.

SIXTH: The merger is permitted by the laws of the respective states under whose law each of the Surviving LLC and the Merging Corporation is organized and the merger of the Merging Corporation with and into the Surviving LLC is in compliance with the laws of each such jurisdiction.


SEVENTH: The merger shall become effective on the date all filings have been made to make the Merger effective as provided by law.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be executed by their respective authorized officers as of this 28th day of February, 2002.

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02 APR 11 PM 3:27
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

MERGING CORPORATION:

GUGGENHEIM INVESTMENT ADVISORS,
INC., A FLORIDA CORPORATION

By: 
Name: Brian T. Sir
Its: Authorized Person

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


02 APR 11 PM 3:27

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SURVIVING LLC:

GUGGENHEIM INVESTMENT ADVISORS
LLC, a Delaware limited liability company

By: Midland Advisors Company, a South
Dakota corporation
Title: Sole Member

By: 
Name: Brian T. Sir
Its: Authorized Person

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") dated as of February 28, 2002, provides for the merger of Guggenheim Investment Advisors, Inc., a Florida corporation, with and into Guggenheim Investment Advisors, LLC, a Delaware limited liability company, as follows:

1. **Merger.** Guggenheim Investment Advisors, Inc., a Florida Corporation (the "Merging Corporation") and wholly owned subsidiary of The Guggenheim Group, LLC ("Group"), shall be merged with and into Guggenheim Investment Advisors, LLC, a Delaware limited liability company (the "Surviving LLC") and wholly owned subsidiary of Midland Advisors Company ("Midland"), in accordance with Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act, whereupon the separate corporate existence of the Merging Corporation shall cease and the Surviving LLC shall be the surviving limited liability company. The Merger shall have the effects set forth in Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1106 of the Florida Business Corporation Act. Accordingly, from and after the Effective Time (as hereinafter defined), the Surviving LLC shall possess all the rights, obligations, assets and liabilities of the Merging Corporation.
2. **Surviving Limited Liability Company.** The Surviving LLC is to be the surviving entity, and management thereof is vested in its sole member, Midland Advisors Company, a South Dakota Corporation. The name and business address of such sole member are: Midland Advisors Company, One Midland Plaza, Sioux Falls, South Dakota 57193-0001.
3. **Conversion of Merging Corporation Stock.** All of the shares of common stock of the Merging Corporation which are issued and outstanding as of the Effective Time and held by any person shall, by virtue of the Merger, automatically, without any action on the part of any holder thereof, be cancelled and Group shall receive 30,000 shares of Midland in exchange for such shares (the "Exchanged Shares"). The Exchanged Shares shall be issued to and in the name of Group. The membership interests of the Surviving LLC shall continue unchanged on and after the Effective Time.
4. **Articles of Organization and Operating Agreement.** The existing Articles of Organization and Operating Agreement of the Surviving LLC shall continue to be the Articles of Organization and Operating Agreement of the Surviving LLC on and after the Effective Time.
5. **Effect of Merger.** At the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving LLC shall succeed to all the rights, obligations, privileges, assets and liabilities of the Merging Corporation, without the necessity for any separate transfer. Neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Time, the Surviving LLC shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving LLC, its right, title or interest in, to or under any of the rights, obligations, privileges, assets and liabilities of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of

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this Plan, the Surviving LLC and its sole member, or their designees, shall be authorized to execute and deliver, in the name of and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving LLC's right, title or interest in, to or under any of the rights, obligations, privileges, assets or liabilities of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

6. **Abandonment.** This Agreement may be abandoned at any time prior to the Effective Time by either the Merging Corporation or the Surviving LLC, without further shareholder or member action and, if the Certificate of Merger has been filed with the Delaware Secretary of State and Articles of Merger with the Florida Secretary of State, by filing a Notice of Abandonment with such authorities.

7. **Approval.** The respective obligation of each party to effect the Merger is subject to adoption by the requisite vote of the shareholders of the Merging Corporation and the sole member of the Surviving LLC pursuant to Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1103 of the Florida Business Corporation Act.

8. **Effective Time.** The Merger shall become effective at the close of business on the date all filings have been made to make the Merger effective as provided by law (the "Effective Time").

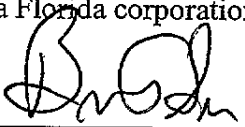
9. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which shall constitute one and the same instrument.

10. **Headings.** The headings in this Plan of Merger are inserted for convenience only and shall not constitute a part thereof.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving LLC have each executed this Agreement, or has caused this Agreement to be executed on its behalf by a representative duly authorized, all as of the day and year first above written.

MERGING CORPORATION:

GUGGENHEIM INVESTMENT ADVISORS
INC., a Florida corporation


By: 
Name: Brian T. Sir
Its: Authorized Person

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SURVIVING LLC:

GUGGENHEIM INVESTMENT ADVISORS,
LLC, a Delaware limited liability company

By: Midland Advisors Company,
a South Dakota corporation
Title: Sole Member

By: 
Name: Brian T. Sir
Its: Authorized Person