

P000000106586

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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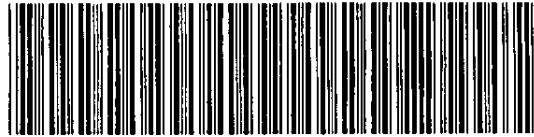
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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400282688904

RECEIVED  
16 FEB 29 AM 10:54  
SUFFOLK COUNTY OF VIRGINIA

FILED  
16 FEB 29 PM 5:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

merger  
MAR 01 2016  
R. WHITE

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

ACCOUNT NO. : I20000000195  
REFERENCE : 036527 4323109  
AUTHORIZATION : *Spudde man*  
COST LIMIT : \$ 70.00

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ORDER DATE : February 26, 2016  
ORDER TIME : 9:46 AM  
ORDER NO. : 036527-005  
CUSTOMER NO: 4323109

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ARTICLES OF MERGER

LOGIX3 HOLDING, INC.

INTO

THE DATA COUNCIL HOLDINGS, INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Melissa Zender - EXT. 62956

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**

of

**LOGIX3 HOLDING, INC.**

a Florida corporation

with and into

**THE DATA COUNCIL HOLDINGS, INC.**

a Delaware corporation

**FILED**  
**16 FEB 29 PM 5:12**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the following Articles of Merger are adopted by **LOGIX3 HOLDING, INC.**, a Florida corporation, and **THE DATA COUNCIL HOLDINGS, INC.**, a Delaware corporation.

1. The Data Council Holdings, Inc., the surviving corporation, is a Delaware corporation and Logix3 Holding, Inc., the merging corporation, is a Florida corporation.

2. Logix3 Holding, Inc.'s Florida Document Number is P00000106586. The Data Council Holdings, Inc.'s Delaware File Number is 5950809.

3. A true and correct copy of the Plan of Merger (the "Plan of Merger") between Logix3 Holding, Inc. and The Data Council Holdings, Inc. is attached hereto as Exhibit A and incorporated herein by reference.

4. The merger shall become effective upon filing of these Articles of Merger with the Florida Secretary of State.

5. The Plan of Merger is on file at the office of the surviving corporation at the principal office address of 10475 Fortune Parkway, Suite 110, Jacksonville, FL 32256. The Plan of Merger will be provided to each constituent corporation.

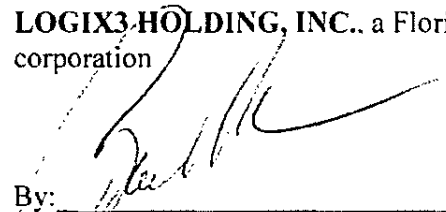
6. Pursuant to the Plan of Merger, Logix3 Holding, Inc. shall be merged with and into The Data Council Holdings, Inc., and The Data Council Holdings, Inc. shall be the surviving corporation.

7. The Plan of Merger was approved and adopted by written consent of the shareholders and directors of Logix3 Holding, Inc. on February 26, 2016, and by written consent of the shareholders and directors of The Data Council Holdings, Inc. on February 26, 2016, and in each case effective as of February 26, 2016, in accordance with each corporation's Articles of Incorporation or Certificate of Incorporation (as applicable), Bylaws and applicable law. The number of votes cast by the shareholders and directors of Logix3 Holding, Inc. and The Data Council Holdings, Inc. was sufficient for approval.

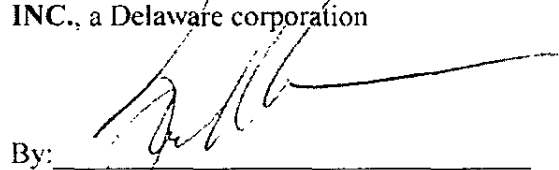
*(Signatures Begin on Next Page)*

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 26th day of February, 2016.

**LOGIX3 HOLDING, INC.**, a Florida corporation

By:   
Name: Bruce R. Kern  
Its: Director

**THE DATA COUNCIL HOLDINGS, INC.**, a Delaware corporation

By:   
Name: Bruce R Kern  
Its: Director

## **PLAN OF MERGER**

**THIS PLAN OF MERGER** (the "Plan") is executed February 26, 2016, by and among Logix3 Holding, Inc., a Florida corporation ("Logix"), and The Data Council Holdings, Inc., a Delaware corporation ("TDC" or the "Surviving Entity"). Logix and TDC are hereinafter sometimes referred to collectively as the "Constituent Entities."

### **WITNESSETH:**

**WHEREAS**, the board of directors and shareholders of TDC and the board of directors and shareholders of Logix have determined that it would be in the best interests of their respective entities and their respective shareholders for Logix to merge with and into TDC in accordance with Delaware and Florida law.

**NOW, THEREFORE**, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Entities hereby agree and prescribe the terms and conditions of this Plan and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), Logix shall be merged with and into TDC, with the separate corporate existence of Logix ceasing and TDC shall continue as the surviving entity of the Merger (the "Merger").

2. **Effective Date.** The Merger shall become effective upon filing this Plan and the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date: (a) Logix and TDC shall become a single corporation and the separate corporate existence of Logix shall cease; (b) TDC shall succeed to and possess all the rights, privileges, powers, and immunities of Logix which, together with all of the assets, properties, business, patents, trademarks, and goodwill of Logix of every type and description wherever located, shall vest in TDC without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Entities shall remain unimpaired; and (d) the name of TDC shall remain.

4. **Articles of Incorporation; Certificate of Incorporation.** Upon the Effective Date and by virtue of the Merger: (a) the Certificate of Incorporation of TDC as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Entity until thereafter amended in accordance with the provisions thereof and as provided by Delaware law; and (b) the Articles of Incorporation and Bylaws of Logix as in effect immediately prior to the Effective Date, shall be terminated.

5. **Cancellation of Shares.** Upon the Effective Date, all Shares of Common Stock in Logix issued and outstanding immediately prior to the Effective Date shall be canceled and shall be converted automatically into 44,000 Shares of Common Stock in TDC.

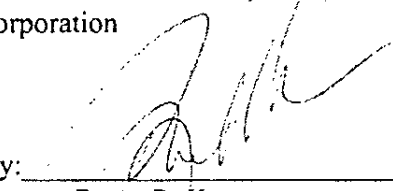
6. **Governing Law.** This Plan shall be governed and construed in accordance with the laws of the State of Delaware, without regard to conflict of law principles.

7. **Counterparts.** This Plan may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.


*{Signatures on the Following Page}*

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

**LOGIX3 HOLDING, INC.**, a Florida corporation

By:   
Name: Bruce R. Kern  
Title: Director

**THE DATA COUNCIL HOLDINGS, INC.**,  
a Delaware corporation

By:   
Name: STEVEN TRACY BENSBOTTEN  
Title: CEO

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is The Data Council Holdings, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Logix3 Holding, Inc., a Florida corporation.

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware and pursuant to applicable Florida law.

**THIRD:** The name of the surviving corporation is The Data Council Holdings, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 1,000,000 shares of voting common stock, par value \$0.01 per share.

**SIXTH:** The merger is to become effective upon the filing of this Certificate of Merger with the Delaware Secretary of State.

**SEVENTH:** The Agreement and Plan of Merger is on file at 10475 Fortune Parkway, Suite 110, Jacksonville, FL 32256, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF,** the surviving corporation has caused this certificate to be signed by an authorized officer, the 26th day of February, 2016.

By: 

Authorized Officer

Name: Lloyd Kammerer

Title: Secretary