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MERGER OR SHARE EXCHANGE

Laidlaw Transit, Inc.

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Jan. 17th, 2009

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Articles of Merger
of
First Student, Inc.
(a Florida corporation)
With and Into
Laidlaw Transit, Inc.
(a Delaware corporation)

The following articles of merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

ARTICLE I

The name and jurisdiction of the surviving corporation is Laidlaw Transit, Inc., a Delaware corporation (the "Surviving Corporation"). Provided however, that at the effective time of the merger, the legal name of the Surviving Corporation in the State of Delaware shall be changed from Laidlaw Transit, Inc. to First Student, Inc.

ARTICLE II

The name and jurisdiction of the merging corporation is First Student, Inc., a Florida corporation having a Document Number of J58265 (the "Merging Corporation").

ARTICLE III

An executed copy of the Plan and Agreement of Merger is attached.

ARTICLE IV

These Articles of Merger shall become effective at 11:59 p.m. on January 17, 2009.

ARTICLE V

The Plan and Agreement of Merger was adopted by the stockholders of the Surviving Corporation on January 13th, 2009.

ARTICLE VI

The Plan and Agreement of Merger was adopted by the shareholders of the Merging Corporation on January 13th, 2009.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, both the Surviving Corporation and Merging Corporation have caused these Articles of Merger to be signed by an authorized officer, this the 13th day of January, 2009.

Surviving Corporation
Laidlaw Transit, Inc.

By: Michael L. Petrucci
Michael L. Petrucci, Assistant Secretary

Merging Corporation
First Student, Inc.

By: Michael L. Petrucci
Michael L. Petrucci, Assistant Secretary

PLAN AND AGREEMENT OF MERGER

**Merger of
First Student, Inc.
(a Florida corporation)
With and Into
Laidlaw Transit, Inc.
(a Delaware corporation)**

This Plan and Agreement of Merger made and entered into on the 13th day of January, 2009, by and between First Student, Inc., a Florida Corporation ("FS"), and Laidlaw Transit, Inc., a Delaware corporation ("LTI"), and approved by resolutions adopted by the Parties.

WITNESSETH:

WHEREAS, FS is a corporation organized and existing under the laws of the State of Florida with its registered office therein located at Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301, its Certificate of Incorporation having been filed in the Office of the Secretary of State of Florida on February 23, 1987; and

WHEREAS, LTI is a corporation organized and existing under the laws of the State of Delaware with its registered office therein located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, its Articles of Incorporation having been filed in the Office of the Secretary of State of Delaware on October 28, 1983; and

WHEREAS, Section 607.1107 of the Florida Business Corporation Act permits a merger of a Florida corporation with and into a foreign corporation; and

WHEREAS, Section 252 of the Delaware Corporation Law permits the merger of a foreign corporation with and into a Delaware corporation; and

WHEREAS, the respective boards of directors of LTI and FS deem the merger of FS with and into LTI under and pursuant to the terms and conditions herein set forth, desirable and in the best interests of the respective corporations; and

WHEREAS, the boards of directors of LTI and FS have adopted resolutions approving this Plan and Agreement of Merger and directed that this Plan and Agreement of Merger be submitted to their respective stockholders and shareholders; and

WHEREAS, for federal income tax purposes, the parties intend the Merger to qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Parties do hereby agree, as follows:

ARTICLE I

FS shall be merged with and into LTI in accordance with the applicable provisions of the laws of the State of Florida and the applicable provisions of the laws of the State of Delaware. LTI shall be the "Surviving Corporation".

ARTICLE II

This Merger shall become effective at 11:59 p.m. on January 17, 2009 (the "Effective Date"). Upon the Effective Date:

1. FS shall merge with and into LTI. LTI shall be the Surviving Corporation, and the separate legal existence of FS shall cease except to the extent provided by the Florida Business Corporation Act in the case of a domestic corporation after its merger into a foreign corporation.
2. The Surviving Corporation shall be Laidlaw Transit, Inc. with its registered office located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

ARTICLE III

The Certificate of Incorporation of LTI as in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation and shall remain in full force and effect until amended and changed pursuant to the provisions of the General Corporation Law of Delaware, except that the name of the Surviving Corporation shall be changed from Laidlaw Transit, Inc. to First Student, Inc.

The Bylaws of LTI as in effect on the Effective Date shall remain the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of Delaware.

The directors and officers of LTI on the Effective Date shall remain the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until their respective successors are elected and have commenced serving or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

ARTICLE IV

The manner of converting the outstanding shares of each of the constituent entities shall be as follows:

Each share of common stock of LTI which is issued and outstanding on the Effective Date shall remain issued and outstanding as shares of the Surviving Corporation. All of the shares of common stock of FS which are issued and outstanding as of the Effective Date shall be canceled.

ARTICLE V

Upon the Effective Date of the Merger, all of the rights, privileges, immunities, powers, franchises, trade names and authority, and all property and assets of every kind and description, and every interest therein of FS shall be vested in and be held and enjoyed by the Surviving Corporation without further act or deed. Upon the Effective Date of the Merger, all rights of creditors and all liens upon any property of FS shall be preserved unimpaired, and all debts, liabilities and duties of FS shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities or duties had been incurred or contracted by it.

ARTICLE VI

The Parties agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Florida and elsewhere to effectuate the Merger.

The Parties hereby authorize, empower and direct their respective boards of directors and officers to do any and all acts and things, and to make, execute, deliver, file and 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 and Agreement of Merger or of the Merger.

IN WITNESS WHEREOF, LTI and FS, pursuant to the approval and authority duly given by resolutions adopted by the Parties' respective boards of directors, have caused this Plan and Agreement of Merger to be adopted, executed, acknowledged and certified in accordance with the applicable laws of the State of Delaware and the applicable laws of the State of Florida.

Dated: January 3rd, 2009

Laidlaw Transit, Inc.

By: Michael L. Petrucci
Michael L. Petrucci, Assistant Secretary

First Student, Inc.

By: Michael L. Petrucci
Michael L. Petrucci, Assistant Secretary