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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Planned Giving Systems Agency, Inc

Certificate of Status	0
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ARTICLES OF MERGER
(Profit Corporations)

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 corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Planned Giving Systems Agency, Inc.	Florida	FD7000132111

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Planned Giving Systems Agency, Inc.	Ohio	N/A

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.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 19, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 19, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Planned Giving Systems Agency, Inc.,
a Florida corporation

Michael D. Bauer

Michael D. Gonsan, President

Planned Giving Systems Agency, Inc.
an Ohio corporation

Michael D. Baum

Michael D. Benson, President

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

Florida

Name _____

Jurisdiction

Planned Giving Systems Agency, Inc.

Ohio

See Exhibit A attached hereto and incorporated herein by reference.

See Exhibit A attached hereto and incorporated herein by reference.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None.

OR

Restated articles are attached:

None.

Other provisions relating to the merger are as follows:

None.

EXHIBIT A TO PLAN OF MERGER

Third: The terms and conditions of the merger are as follows:

1. The name of the Surviving Corporation shall be PLANNED GIVING SYSTEMS AGENCY, INC.

2. The Articles of Incorporation of PGSA Florida shall, from the time the merger becomes effective, constitute the "Articles" of the Surviving Corporation within the meaning of the Florida Business Corporation Act.

3. The Bylaws of PGSA Florida as in effect immediately prior to the time the merger becomes effective shall be the Bylaws of the Surviving Corporation.

4. The Directors and Officers of PGSA Florida immediately prior to the time the merger becomes effective shall be the Directors and Officers of the Surviving Corporation after the time the merger becomes effective.

5. HL Statutory Agent, Inc., whose address is 800 Laurel Oak Drive, #600, M & I Building, Naples, Florida 34108, is the registered agent upon whom any process, notice or demand against the Surviving Corporation may be served.

HL Statutory Agent, Inc., whose address is 200 Public Square, Suite 3300, Cleveland, Ohio 44114-2301, is the registered agent upon whom any process, notice or demand against the Constituent Corporation may be served.

6. PGSA Florida and PGSA Ohio hereby agree that the "time the merger becomes effective" shall mean the close of business on the day when that certain "certificate of merger" of the Constituent Corporations, for which provision is made in Section 1701.81 of the Ohio Revised Code, is filed in the office of the Secretary of State of the State of Ohio.

7. The location of the principal office of the Surviving Corporation is 315 Third Avenue North, Naples, Florida 34102.

8. The Surviving Corporation does hereby consent to be sued and served with process in the State of Ohio and the irrevocable appointment of the secretary of state as its agent to accept service of process in any proceeding in the State of Ohio to enforce against the Surviving Corporation any obligation of any domestic Constituent Corporation or to enforce the rights of a dissenting shareholder of any domestic Constituent Corporation.

9. PGSA Florida and PGSA Ohio hereby agree that the "time the merger becomes effective" shall mean the close of business on the day when that certain "Certificate of Merger" of the Constituent Corporations, for which provision is made in Section 1701.81 of the Ohio Revised Code, is filed in the office of the Secretary of State of the State of Ohio.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to

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acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- (a) Every share of Common Stock of PGSA Ohio outstanding at the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired and cease to exist, without any conversion thereof.
- (b) Each share of common stock of PGSA Ohio held in PGSA Ohio treasury immediately prior to the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.
- (c) The shareholder of PGSA Florida immediately prior to the time the merger becomes effective shall be the shareholder of the Surviving Corporation after the time the merger becomes effective.