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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Wenger
LCC
6/9/08*

LAW OFFICES
ANDREW L. GRANGER
ATTORNEY AT LAW

215 Delta Court
Tallahassee, Florida 32303

Telephone: (850) 386-1993
Fax: (850) 386-4773

June 4, 2008

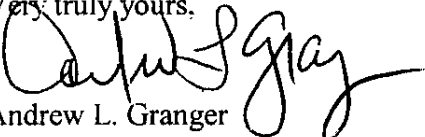
Florida Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed you will find Articles of Merger including a copy of the Plan of Merger. Please file the Articles and provide me with a certified copy. I enclose a check in the amount of \$78.75 to cover the cost, as well as a self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,


Andrew L. Granger

ALG/kb
Encls.

ARTICLES OF MERGER

(Profit Corporation)

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:

SOFTWARE PROCESS MANAGEMENT, INC., a Florida corporation

Second: The name and jurisdiction of the *merging* corporation:

SOFTWARE PROCESS MANAGEMENT, INC., an Indiana corporation

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.

Fifth: Adoption of Merger by *surviving* corporation - The Plan of Merger was adopted by the stockholder of the surviving corporation on May 1, 2008.

Sixth: Adoption of Merger by *merging* corporation - The Plan of Merger was adopted by the stockholder of the merging corporation on May 1, 2008.

Seventh: Signatures for each corporation.

SOFTWARE PROCESS MANAGEMENT, INC.,
a Florida corporation.

By: LASH
Lisa A. Strauss, President

SOFTWARE PROCESS MANAGEMENT, INC.,
an Indiana corporation.

By: LASH
Lisa A. Strauss, President

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ALLAHUSSEIN FLORIDA

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Dated this 1st day of May, 2008, by and between SOFTWARE PROCESS MANAGEMENT, INC., an Indiana corporation (hereinafter called "Indiana"), and SOFTWARE PROCESS MANAGEMENT, INC., a Florida corporation (hereinafter called "Software Process").

WHEREAS:

The Boards of Directors of Indiana and Software Process have resolved that Indiana will be merged and pursuant to the General Corporate Law of the State of Florida and pursuant to the General Corporate Law of the State of Indiana into a single corporation existing under the laws of the State of Florida, Software Process, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

The authorized capital stock of Indiana consists of 3,000 share of Common Stock with no par value. Of that amount, 40 shares of the voting stock and 50 shares of non-voting stock are issued and outstanding. Lisa Strauss is the sole stockholder;

The authorized capital stock of Software Process consists of 1,000 authorized shares with a par value of \$1.00 per share, 100 shares of which are issued and outstanding. Lisa A. Strauss is the sole stockholder; and

The respective stockholders of Indiana and Software Process have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporate Law of the State of Indiana and the General Corporate Law of the State of Florida that Indiana shall be, at the Effective Date, merged into a single corporation existing under the laws of the State of Florida, Software Process, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. STOCKHOLDER'S MEETINGS; FILINGS; EFFECTS OF MERGER.

1.1 Indiana Stockholder's Meeting. Indiana shall call a meeting of its stockholders (there is one) to be held in accordance with the General Corporate Law of the State of Indiana at the earliest practicable date, upon due notice to its stockholder to consider and vote upon the adoption of this Agreement.

1.2 Action by Indiana as Sole Stockholder of Software Process. On or before March 31, 2008, Indiana, as the sole stockholder of Software Process, shall adopt this Agreement in accordance with the General Corporate Law of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholder of Indiana in accordance with the General Corporate Laws of the State of Indiana, (b) this Agreement has been adopted by the sole stockholder of Software Process, in accordance with the General Corporate Laws of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore

been terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporate Laws of the State of Florida and Articles of Merger shall be filed in accordance with the General Corporate Laws of the State of Indiana. The Merger shall become effective on the filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Indiana shall cease, and Indiana shall be merged into Software Process which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Indiana; and all and singular, the rights, privileges, powers, and franchises of Indiana, and all property, real, personal, and mixed, and all debts due to Indiana on whatever account, as well for stock subscriptions and all other things in action or belonging to Indiana, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Indiana. But all rights of creditors and all liens upon any property of Indiana shall be preserved unimpaired, and all debts, liabilities, and duties of Indiana shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Indiana or the corresponding officers of the Surviving Corporation, may, in the name of Indiana, execute and deliver all such proper deeds, assignment, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Indiana's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. NAME OF SURVIVING CORPORATION; CERTIFICATE OF INCORPORATION; BY-LAWS.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation now and after the Effective Date shall be Software Process Management, Inc.

2.2 By-Laws. The By-Laws of Indiana, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. STATUS AND CONVERSION OF SECURITIES.

The manner and basis of converting the shares of the capital stock of Indiana and the nature and amount of securities of Software Process which the holders of shares of Indiana Common Stock are to receive in exchange for such shares are as follows:

3.1 Indiana Common Stock. Each one share of Indiana Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Software Process Common Stock, and outstanding certificates representing shares of Indiana Common Stock shall thereafter represent shares of Software Process Common Stock. Such certificates may, but need not be,

exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.


3.2 Software Process Common Stock Held by Indiana. All issued and outstanding shares of Software Process Common Stock held by Indiana immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. MISCELLANEOUS.

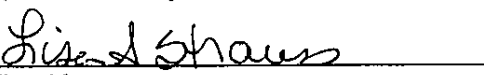
4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the stockholders of Indiana, if the Board of Directors of Indiana or other Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

IN WITNESS WHEREOF, this Agreement has been executed by Software Process Management, Inc., an Indiana corporation, and Software Process Management, Inc., a Florida corporation, all on the date first above written.


ATTEST:


Secretary

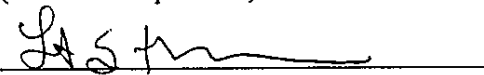
SOFTWARE PROCESS MANAGEMENT, INC.
(an Indiana corporation)

By: 
President

ATTEST:


Secretary

SOFTWARE PROCESS MANAGEMENT, INC.
(a Florida corporation)

By: 
President