

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Morgo Corporation

Certificate of Status	0
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Page Count	09
Estimated Charge	\$70.00

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10 FEB 23 PM 3:28
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TALLAHASSEE, FLORIDA

Please
file 2nd
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ATTN:
Karen
Gibson
Thanks!

Morgan
CRB
2/24

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MORGO CORPORATION
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Lisa Noell

Contact Person

Saul Ewing LLP

Firm/Company

500 E. Pratt Street

Address

Baltimore, MD 21202

City/State and Zip Code

LNoell@saui.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Harry Shapiro

Name of Contact Person

At (410)

332-8658

Area Code & Daytime Telephone Number

☐ **Certified copy (optional) \$8.75** (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
<u>MORGO CORPORATION</u>	<u>Florida</u>	<u>710000 016710</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>MORCO CORPORATION</u>	<u>Maryland</u>	

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 n/a / / (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 2/23/2010

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


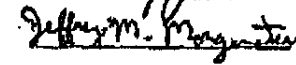

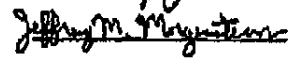
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 2/23/2010

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

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Morgo Corporation		William O. Morgenstern- President
		Jeffrey M. Morgenstern- Vice President
		Secretary and Treasurer
Morco Corporation		William O. Morgenstern- President
		Jeffrey M. Morgenstern- Vice President
		Secretary and Treasurer

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

MORGO CORPORATION

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

MORCO CORPORATION

Maryland

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

SEE AGREEMENT OF MERGER AND PLAN OF REORGANIZATION ATTACHED

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 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:

SEE AGREEMENT OF MERGER AND PLAN OF REORGANIZATION ATTACHED

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

SEE AGREEMENT OF MERGER AND PLAN OF REORGANIZATION ATTACHED

Agreement of Merger and Plan of Reorganization

Agreement of Merger and Plan of Reorganization dated February 23, 2010 ("Agreement") by and between MORCO CORPORATION, a Maryland corporation (hereinafter called "MC") and MORGO CORPORATION, a Florida corporation (hereinafter called "Newco").

WHEREAS:

1. The Boards of Directors of MC and Newco have resolved that MC be merged and pursuant to the Maryland General Corporation Law and the Florida Business Corporation Act into a single corporation existing under the laws of the State of Florida, to wit, Newco, 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 of 1986, as amended;
2. The authorized capital stock of MC consists of 100,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "MC Common Stock"), of which 50,486 shares are issued and outstanding;
3. The authorized capital stock of Newco consists of 100,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Newco Common Stock"), 1 share of which is issued and outstanding; and
4. The respective Boards of Directors of MC and Newco 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 Maryland General Corporation Law and the Florida Business Corporation Act that MC shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Newco, 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. Stockholders' Meetings; Filings; Effects of Merger

1.1 MC Stockholders' Consent. This Agreement shall be presented to the Shareholders of MC for approval and adoption in accordance with the Maryland General Corporation Law.

1.2 Action by Sole Stockholder of Newco. This Agreement shall be presented to the sole shareholder of Newco for approval and adoption in accordance with the Florida Business Corporation Law.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of MC in accordance with the Maryland General Corporation Law, (b) this

Agreement has been adopted by the sole stockholder of Newco, in accordance with the Florida Business Corporation Law, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Maryland General Corporation Law. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such 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 MC shall cease, and MC shall be merged into Newco 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 MC; and all and singular, the rights, privileges, powers, and franchises of MC, and all property, real, personal, and mixed, and all debts due to MC on whatever account, as well for stock subscriptions and all other things in action or belonging to MC, 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 MC, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Maryland or any other jurisdiction, in MC, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of MC shall be preserved unimpaired, and all debts, liabilities, and duties of MC 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 MC or the corresponding officers of the Surviving Corporation, may, in the name of MC, execute and deliver all such proper deeds, assignments, 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 MC'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 from and after the Effective Date shall be MORGON CORPORATION.

2.2 Certificate of Incorporation. The Certificate of Incorporation of Newco as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of Newco, 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 MC and the nature and amount of securities of Newco which the holders of shares of MC Common Stock are to receive in exchange for such shares are as follows:

3.1 MC Common Stock Each one share of MC 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 Newco Common Stock, and outstanding certificates representing shares of MC Common Stock shall thereafter represent shares of Newco 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 Newco Common Stock Held by MC. All issued and outstanding shares of Newco Common Stock held by MC 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 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 by the shareholders of MC, if the Board of Directors of MC or of the Surviving Corporation duly adopt a resolution abandoning this Agreement.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by MORCO CORPORATION and NEWCO all on the date first above written.

ATTEST:

MORCO CORPORATION

Jeffrey M. Margueta
Secretary

William O. Chapman
President

(SEAL)

ATTEST:

NEWCO CORPORATION

Jeffrey M. Magent
Secretary

(SEAL)

By: *William O. Agnew* (SEAL)
President