

P/0000019677

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12/09/11--01019--001 **70.00

Effective:
12/15/11

SECRETARY OF STATE
TAMARA S. FLORES
Mergers

12/13/11

DC

FILED
11 DEC -9 AM 9:44

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Education Support Systems, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Jane Garvin, Paralegal
Contact Person

Martin, Tate, Morrow & Marston, PC
Firm/Company

6410 Poplar Avenue, Suite 1000
Address

Memphis, TN 38119
City/State and Zip Code

drcarr@edsupportsystems.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jane Garvin At (901) 522-9000
Name of Contact Person 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

ARTICLES OF MERGER
(Profit Corporations)

FILED
M DEC -9 AM 9:44
SECRETARY OF STATE
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

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>Education Support Systems, Inc.</u>	<u>Mississippi</u>	<u>MS Bus. No. 962049</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Education Support Systems,</u>	<u>Florida</u>	<u>P10000019677</u>
<u>Incorporated</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></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 12 / 15 / 11 (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 10/26/2011.

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 10/26/2011.

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

Education Support
Systems, Inc.



Rutha Smith-Carr, President

Education Support
Systems, Incorporated



Rutha Smith-Carr, President

**PLAN AND AGREEMENT OF MERGER
OF
EDUCATION SUPPORT SYSTEMS, INC.
(a Tennessee corporation) and**

**EDUCATION SUPPORT SYSTEMS, INC.
(a Louisiana corporation) and**

**EDUCATION SUPPORT SYSTEMS, INCORPORATED
(a Florida corporation)**

**With and Into
EDUCATION SUPPORT SYSTEMS, INC.
(a Mississippi corporation)**

THIS PLAN AND AGREEMENT OF MERGER ("Agreement of Merger") is made this 25th day of October, 2011, between Education Support Systems, Inc., a Mississippi corporation (the "Corporation"), Education Support Systems, Inc., a Tennessee corporation ("ESS TN"), Education Support Systems, Inc., a Louisiana corporation ("ESS LA") and Education Support Systems, Incorporated, a Florida corporation ("ESS FL").

W I T N E S S E T H:

WHEREAS, ESS TN, ESS LA and ESS FL (collectively the "Merging Entities") desire to merge with and into the Corporation; and

WHEREAS, the Sole Director and the Shareholders of the Corporation and the Sole Director and Shareholder of the Merging Entities have deemed it advisable and generally to the advantage and welfare of all parties that the Merging Entities merge with and into the Corporation pursuant to the provisions of the Mississippi Code of 1972, as amended, Chapter 004 of Title 79, the Mississippi Corporation Act, the applicable provisions of the Tennessee Business Corporation Act, the 2006 Louisiana Code, RS 12 Corporations and associations, and the Florida Statutes.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **MERGER.** The Merging Entities shall be, and they are hereby merged with and into the Corporation.
2. **EFFECTIVE DATE.** This Agreement of Merger shall become effective at the close of business on December 15, 2011, the time of such effectiveness being

hereinafter called the Effective Date.

3. **SURVIVING BUSINESS ENTITY.** The Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Mississippi, but the separate legal existence of the Merging Entities shall cease forthwith upon the Effective Date. The principal executive office of the surviving Corporation is 3857 Cherry Lake Cove, Southaven, Mississippi 38672. A copy of the Plan and Agreement of merger is on file at this principal executive office.
4. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of the Corporation shall be the Articles of Incorporation of the Corporation following the Effective Date unless and until the same shall thereafter be amended or repealed in accordance with the provisions thereof and the laws of the State of Mississippi.
5. **BYLAWS.** The Bylaws of the Corporation as it exists on the Effective Date shall be the Bylaws of the Corporation following the Effective Date unless and until the same shall thereafter be amended or repealed in accordance with the provisions thereof.
6. **OFFICERS.** The Officers of the Corporation before the Effective Date shall be the Officers of the Corporation immediately after the Effective Date of the merger. The Officers shall serve in such positions, respectively, at the pleasure of the Sole Director, or until their respective successors are selected and qualified.
7. **FURTHER ASSURANCE OF TITLE.** If at any time the Corporation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Corporation any right, title or interest of the Merging Entities held immediately prior to the Effective Date, the Merging Entities and their proper officers shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in the Corporation as shall be necessary to carry out the purposes of this Agreement of Merger, and the Corporation and the proper officers thereof, are fully authorized to take any and all such actions in the name of the Corporation or otherwise.
8. **RETIREMENT AND CANCELLATION OF SHARES OF ESS TN, ESS LA AND ESS FL.** Forthwith upon the Effective Date, the outstanding shares of capital stock of the Merging Entities shall be terminated, and no cash or shares of the Corporation shall be issued in respect thereof.
9. **RIGHTS AND LIABILITIES OF THE CORPORATION.** At and after the Effective Date, the Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and

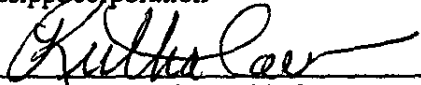
private, and all of the property, real, personal and mixed, of each of the parties hereto; all debts due to the Merging Entities or whatever accounts shall be vested in the Corporation; all claims, demands, property, rights, privileges, power and franchises and every other interest of either of the parties hereto shall be as effectively the property of the Corporation as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in the Merging Entities shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Corporation; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; and the Corporation shall indemnify and hold harmless the member, officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

10. **SERVICE OF PROCESS ON ESS TN, ESS LA AND ESS FL.** The Corporation agrees that it may be served with process in the State of Mississippi pursuant to the provisions of the Mississippi Code of 1972, as amended, in any proceeding for enforcement of any obligation of the Merging Entities as well as for the enforcement of any obligation of the Corporation arising from the merger.
11. **EXPENSES OF MERGER.** The Corporation shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.


[Signature page follows]

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan and Agreement of Merger to be executed by an authorized officer of the Corporation and an authorized officer of each of the Merging Entities.

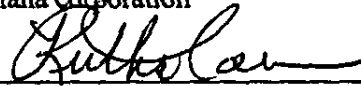
EDUCATION SUPPORT SYSTEMS, INC.,
a Mississippi corporation

By: 
Printed Name: Dr. Rutha Smith-Carr
Title: President


EDUCATION SUPPORT SYSTEMS, INC.,
a Tennessee corporation

By: 
Printed Name: Dr. Rutha Smith-Carr
Title: President

EDUCATION SUPPORT SYSTEMS, INC.,
a Louisiana corporation

By: 
Printed Name: Dr. Rutha Smith-Carr
Title: President

EDUCATION SUPPORT SYSTEMS, INCORPORATED,
a Florida corporation

By: 
Printed Name: Dr. Rutha Smith-Carr
Title: President