

P11 000057741

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**MERGER OR SHARE EXCHANGE
PECK SOFTWARE, INC.**

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STATE OF FLORIDA

ARTICLES OF MERGER

of

PECK SOFTWARE, INC., a Texas corporation

into

PECK SOFTWARE, INC., a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 and 607.1109 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger on June 20, 2011:

FIRST: The Agreement and Plan of Merger was approved and adopted by the directors and majority shareholders of PECK SOFTWARE, INC., a Florida corporation (the "Surviving Corporation"), document number P11000057741, on June 20, 2011, in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was approved and adopted by the directors and shareholders of PECK SOFTWARE, INC., a Texas corporation (the "Merging Corporation"), Charter Number 01632392-00, on June 20, 2011, in accordance with the applicable provisions of Chapter 10 of the Texas Business Organizations Code.

SECOND: The effective date of these Articles of Merger shall be 5:00 p.m., June 20, 2011 ("Effective Date"). On the Effective Date, the following actions will occur:

a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of such corporation.

b. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

c. The currently issued and outstanding 10,000 shares of common stock of the Surviving Corporation owned by the shareholders shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.

d. Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

These Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes, and Chapter 10, Texas Business Organizations Code.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

WITNESSES:

M. Sue Fasset
[Signature]

SURVIVING CORPORATION:

PECK SOFTWARE, INC.,
a Florida corporation

By: [Signature]
Christian B. Koeppen, President

MERGED CORPORATION:

PECK SOFTWARE, INC.,
a Texas corporation

M. Sue Fasset
[Signature]

By: [Signature]
Christian B. Koeppen, President

52858.121038

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 20th day of June, 2011, and shall be effective as of June 20, 2011, by and between the following named corporations.

I - SURVIVING CORPORATION

PECK SOFTWARE, INC., a Florida corporation (the "Surviving Corporation").

Date of incorporation: June 21, 2011

II - MERGED CORPORATION

PECK SOFTWARE, INC., a Texas corporation (the "Merged Corporation").

Date of incorporation: June 11, 2001

WITNESSETH:

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Texas. Its respective date of incorporation is described above;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Merged Corporation and the Surviving Corporation are owned by the same stockholders.

WHEREAS, the Merged Corporation desires to change its state of incorporation to the State of Florida and desires to accomplish this by merging into the Surviving Corporation;

WHEREAS, the respective Boards of Directors and the Stockholders of each of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Agreement and Plan of Merger contained herein was approved by the Board of Directors and Stockholders of the Merged Corporation as prescribed by the laws of the State of Texas;

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the entire outstanding capital stock of the Merged Corporation and the Surviving Corporation is held as follows:

| <u>Name of Corporation</u> | <u>Stockholders</u> | <u>Shares Held</u> |
|--|--|--------------------|
| PECK SOFTWARE, INC., a Texas corporation | Edith E. Koeppen Christian B. Koeppen | 1,020 980 |
| PECK SOFTWARE, a Florida corporation | Edith E. Koeppen Christian B. Koeppen | 1,020 980 |

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, and in accordance with Chapter 10 of the Texas Business Organizations Code of the State of Texas that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merged Corporation and the Surviving Corporation shall be as hereinafter set forth.

ARTICLE I CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely

affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be PECK SOFTWARE, INC. The Articles of Incorporation of the Surviving Corporation, as amended herein, shall be and remain the Articles of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

| | | |
|------------|----------------------|---------------|
| Directors: | Edith E. Koeppen | |
| | Christian B. Koeppen | |
| Officers: | Christian B. Koeppen | President/CEO |
| | Edith E. Koeppen | Secretary |

ARTICLE V MANNER OF CONVERTING SHARES

The manner of converting the stock of the Merged Corporation and the Surviving Corporation upon the Merger becoming effective shall be as follows:

A. Each share of common stock of the Merged Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be cancelled.

B. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merged Corporation and the Surviving Corporation.

ARTICLE VI
APPROVAL OF MERGER BY STOCKHOLDERS AND DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and directors of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on June 20, 2011.

ARTICLE VII
APPROVAL OF MERGER BY STOCKHOLDERS AND SOLE DIRECTOR OF
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and directors of the Merged Corporation, as provided by Chapter 10 of the Texas Business Organization Code, on June 20, 2011.

ARTICLE VIII
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of June 20, 2011, for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida and shall be effective for purposes of Chapter 10 of the Texas Business Organizations Code of the State of Texas on the date this Agreement is filed with the Secretary of State of Texas.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

SURVIVING CORPORATION:

WITNESSES:

PECK SOFTWARE, INC.,
a Florida corporation

M. Sue Fasset
[Signature]

By: [Signature]
Christian B. Koeppen, President

MERGED CORPORATION:

PECK SOFTWARE, INC.,
a Texas corporation

M. Sue Fasset

Jennifer B.

#385778v1
52858.121038

By: Christian B. Koeppen

Christian B. Koeppen, President