

P14000031484

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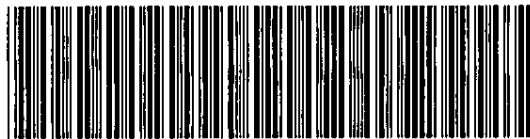
(Business Entity Name)

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RECEIVED

14 APR -4, PM 4:37

DIVISION OF CORPORATION

FILED

14 APR -4, PM 4:55

SECTION OF STATE  
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DC



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 8, 2014

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: C.B. CAMPBELL & COMPANY  
Ref. Number: W14000021769

2014 APR -8 PM 1:43  
TO AGENCY  
SUFFICIENCY OF FILING

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

FIRST OF ALL, THE FLORIDA CORPORATION NEEDS TO BE FILED AND MUST CONTAIN A SUFFIX IN THE NAME. PLEASE ADD THE SUFFIX TO THE CORPORATE NAME IN THE MERGER. SECOND OF ALL, THE DATE OF ADOPTION CAN NOT BE A DATE PRIOR TO THE FILING DATE OF THE ARTICLES OF INCORPORATION OF THE FLORIDA CORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell  
Regulatory Specialist II

Letter Number: 314A00007534

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302**

**155 Office Plaza Dr Ste A Tallahassee FL 32301**

**PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**DATE:** 4/4/14

**NAME:** C.B. CAMPBELL & COMPANY

**TYPE OF FILING:** MERGER

**COST:** 70.00

**RETURN:** PLAIN COPY PLEASE

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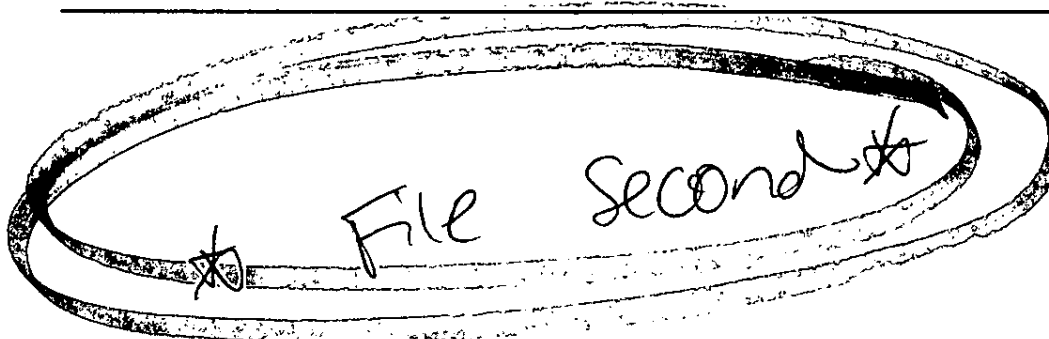
**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE



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**ARTICLES OF MERGER  
OF  
C.B. CAMPBELL & COMPANY, AN ILLINOIS CORPORATION  
WITH AND INTO  
C.B. CAMPBELL & COMPANY, INC., A FLORIDA CORPORATION**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Business Corporation Act (the "Act"):

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
C.B. Campbell & Company, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
C.B. Campbell & Company	Illinois	62347406

Third. The Plan of Merger is attached hereto as Exhibit A.

Fourth. The Merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth. The Plan of Merger was adopted by the shareholders of the surviving corporation on April 4, 2014.

Sixth. The Plan of Merger was adopted by the shareholders of the merging corporation on April 4, 2014.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the 4th day of April, 2014, as evidence that they agree, accept and adopt this Plan of Merger.

**C.B. CAMPBELL & COMPANY**, *an Illinois corporation*

By: Christopher B. Campbell  
Name: Christopher B. Campbell  
Title: President

**C.B. CAMPBELL & COMPANY, INC.**,  
*a Florida corporation*

By: Christopher B. Campbell  
Name: Christopher B. Campbell  
Title: President

## EXHIBIT "A"

### PLAN OF MERGER

In accordance with Article 11 of the Illinois Business Corporation Act of 1983 and Section 607.1101 of the Florida Business Corporation Act (the "Act"), C.B. CAMPBELL & COMPANY, INC., a Florida corporation ("Surviving Corporation") and C.B. CAMPBELL & COMPANY, an Illinois corporation ("Merging Corporation"), hereby adopt the following Plan of Merger ("Plan"):

1. Merger. In accordance with the provisions of the Act, Merging Corporation shall be merged with and into Surviving Corporation and the separate existence of Merging Corporation shall thereupon cease, and Surviving Corporation shall continue to exist under and be governed by the Act.

2. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Articles of Incorporation of Surviving Corporation, until further amended as permitted by law.

3. Bylaws. The Bylaws of Merging Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of Surviving Corporation, until further amended as permitted by law.

4. Directors and Officers. The directors and officers of Surviving Corporation, in office immediately prior to the Effective Time, shall be the directors and officers of Surviving Corporation after the Merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of Surviving Corporation.

5. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Time, all of the issued and outstanding shares of Merging Corporation will be acquired by Surviving Corporation, by means of a merger into Surviving Corporation. Each share of capital stock of Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall continue to represent one (1) validly issued, fully paid and nonassessable share of capital stock of Surviving Corporation. Each certificate of Surviving Corporation evidencing ownership of any such shares shall, following the Merger, continue to evidence ownership of the same number of shares of stock of Surviving Corporation.

6. Effect of Merger. As of the Effective Time, the separate existence of Merging Corporation shall cease, and Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties, of Merging Corporation, as more particularly set forth in the Act.

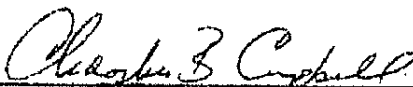
7. Supplemental Action. If, at any time after the Effective Time, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by Surviving Corporation to carry out the provisions of the Merger Agreement or this Plan.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the 4th day of April, 2014, as evidence that they agree, accept and adopt this Plan of Merger.

**C.B. CAMPBELL & COMPANY**, an Illinois corporation

By:   
Christopher B. Campbell, President

**C.B. CAMPBELL & COMPANY, INC.**, a Florida corporation

By:   
Christopher B. Campbell, President