

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000296261 3)))



H140002962613ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : COMITER & SINGER, LLP
Account Number : I20000000085
Phone : (561)626-4742
Fax Number : (561)626-4742

RECEIVED

14 DEC 24 AM 10:26

RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: mfrid@comitersinger.com

MERGER OR SHARE EXCHANGE
Capital Security Systems, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

merger
DEC 29 2014
R. WHITE

14 DEC 24 PM 10:05
RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

FILED

H14000296261 3

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Capital Security

Robin H. Grueter

Robin H. Gustin, President

Systems, Inc.

Capital Security

Robert H. Gustin

Robin H. Gustin, President

Systems, Inc.

H14000296261 3

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this 23rd day of December, 2014 (the "Agreement"), is entered into between CAPITAL SECURITY SYSTEMS, INC., a Florida corporation ("Surviving"), and CAPITAL SECURITY SYSTEMS, INC., an Illinois corporation ("Merging").

BACKGROUND:

The respective shareholders of Merging and Surviving believe that it is in the best interest of the two corporations for Merging to merge with Surviving for the purpose of continuing the business of Merging in the form of a Florida corporation in accordance with the provisions of this Agreement, the Florida Business Corporation Act and the Illinois Business Corporation Act.

AGREEMENT:

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth below, and intending to be legally bound hereby, the parties confirm the accuracy of the information set forth in the introductory paragraph and the BACKGROUND section above, which are hereby incorporated by reference into this Agreement, and agree as follows:

1. **MERGER.** Merging shall be merged with and into Surviving (the "Merger").
2. **EFFECTIVE DATE.** The Merger shall become effective immediately upon the filing of the Certificate of Merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act and the filing of the Certificate of Merger with the Secretary of State of Illinois in accordance with Illinois Business Corporation Act (the "Effective Date").
3. **SURVIVING CORPORATION.** Surviving shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate existence of Merging shall cease.
4. **CONVERSION OF SHARES.** The manner and basis of converting the shares of Merging shall be as follows: On the Effective Date each of the 100 shares of no par value common stock issued and outstanding in Merging shall be exchanged for one share of no par value voting common stock and 99 shares of no par value non-voting common stock in Surviving, and the shares of Merging shall be cancelled without further action on the part of the shareholders.
5. **MISCELLANEOUS.** The provisions relating to the merger are as follows:
 - A. **Changes in Articles of Incorporation.** The Articles of Incorporation of Surviving shall continue to be its Articles of Incorporation following the Effective Date of the Merger.
 - B. **Changes in Bylaws.** The Bylaws will be adopted to be consistent with the laws of the State of Florida.
 - C. **Officers and Directors.** The Officers and Directors of Surviving on the Effective Date of the merger shall continue as the Officers and Directors of Surviving for their full unexpired terms and until their successors have been appointed and qualified.

H14000296261 3

6. **AUTHORIZATION.** The Officers of Merging and Surviving are hereby authorized and directed to do or cause to be done all acts, and to execute and deliver all documents necessary or appropriate to effect the Merger and otherwise carry out the foregoing Plan of Merger.

Dated as of the 23rd day of December, 2014.

CAPITAL SECURITY SYSTEMS, INC.,
an Illinois corporation

By: Robin H. Gustin
Robin H. Gustin, President and Sole Shareholder

CAPITAL SECURITY SYSTEMS, INC.,
a Florida corporation

By: Robin H. Gustin
Robin H. Gustin, President and Sole Shareholder