

P15000051410

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

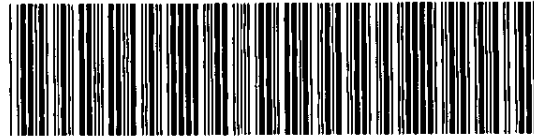
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100273370121

RECEIVED
DEPARTMENT OF STATE
15 JUN 30 PM 4:39

MP
JUL 01 2015
R. WHITE

RECEIVED
DEPARTMENT OF STATE
15 JUN 30 PM 3:46

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 691083 7561418

AUTHORIZATION :



COST LIMIT : \$70,000

ORDER DATE : June 30, 2015

ORDER TIME : 3:15 PM

ORDER NO. : 691083-005

CUSTOMER NO: 7561418

ARTICLES OF MERGER

T&E DATA SOLUTIONS, INC.

INTO

T&E DATA SOLUTIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

FILED

15 JUN 30 AM 9:40

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)
T&E Data Solutions, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
T&E Data Solutions, Inc.	California	

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 ____/____/____ (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 _____.

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 _____.

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)

Typed or Printed Name of Individual & Title

Barbara Sullivan, President

Barbara Sullivan, President

**AGREEMENT AND PLAN OF MERGER
OF T&E DATA SOLUTIONS, INC.
WITH AND INTO T&E DATA SOLUTIONS, INC.**

THIS AGREEMENT AND PLAN OF MERGER (the "**Plan of Merger**") is entered into this 19th day of May, 2015, by and between T&E DATA SOLUTIONS, INC., a California corporation ("**T&E California**") and T&E DATA SOLUTIONS, INC., a Florida corporation ("**T&E Florida**").

R E C I T A L S

WHEREAS, the Shareholders and Directors of T&E California and the Shareholders and Directors of T&E Florida have resolved that T&E California shall be merged, pursuant to the Florida Business Corporation Act and the California Business Code, with and into T&E Florida, which corporation shall be the "**Surviving Entity**."

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree in accordance with the Florida Limited Liability Company Act with the following terms and conditions:

1. Recitals. The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. Merger. The Shareholder and Directors of T&E California and the Shareholder and Directors of T&E Florida hereby agree that T&E California, at the Effective Date (as hereinafter defined), shall be merged with and into T&E Florida (the "**Merger**").
3. Effects of Merger. On the Effective Date, the separate existence of T&E California shall cease and T&E California shall be merged with and into T&E Florida which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of T&E California and all and singular, the rights, privileges, powers and franchises of T&E California, and all property, real, personal and mixed, and all debts due to T&E California on whatever account, and all other things in action or belonging to T&E California, shall be vested in T&E Florida, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of T&E Florida as they were of T&E California, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida or any other jurisdiction shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of T&E California shall be preserved unimpaired, and all debts, liabilities and duties of T&E California shall thenceforth attach to T&E Florida and may be enforced against T&E Florida to the same extent as if said debts, liabilities and duties had been incurred or contracted by T&E Florida. At any time, or from time to time, after the Effective Date, any

Officer of the Surviving Entity may, in the name of T&E California, 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 Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of T&E California's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Entity; Articles of Organization; Operating Agreement.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be T&E DATA SOLUTIONS, INC.

4.2 Articles of Incorporation. The Articles of Incorporation of T&E Florida, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Entity until changed or amended as provided by law.

4.3 Bylaws. The Bylaws of T&E Florida, as in effect on the date hereof, from and after the Effective Date shall be and continue to be the Bylaws of the Surviving Company until changed or amended as provided therein.

5. Tax-Free Reorganization. The Merger of T&E California with and into the Surviving Entity is being effected to change the place of organization of T&E California from a California corporation into a Florida corporation and is intended to qualify as a tax-free reorganization pursuant to the terms of Code §368(a)(1)(F) and, therefore, the Surviving Entity shall retain the same federal taxpayer identification number as T&E California.

6. Manner and Basis of Converting Membership Interests. As of the Effective Date, and because of the common identity and unity of ownership of the Shareholder and Directors of each of T&E California and T&E Florida, the Shareholder and Directors of T&E California will not receive any further interest in T&E Florida.

7. Miscellaneous.

7.1 Principal Office. The principal office of the Surviving Entity is:

3505 Lake Lynda Drive
Suite 200
Orlando, FL 32817

7.2 Termination. This Plan of Merger may be terminated and the proposed Merger may be abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Shareholders and Directors of T&E California or the Shareholders and Directors of T&E Florida, if the Shareholders and Directors of T&E California or the Shareholders and Directors of T&E Florida duly adopt a resolution abandoning this Plan of Merger.

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

7.4 Effective Date. The Effective Date of the Merger shall be the date of filing of the Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

(W) Adam Heck

T&E DATA SOLUTIONS, INC., a
California corporation

By: Barbara Sullivan
Name: Barbara Sullivan
Title: President

(W) Adam Heck

T&E DATA SOLUTIONS, INC., a Florida
corporation

By: Barbara Sullivan
Name: Barbara Sullivan
Title: President