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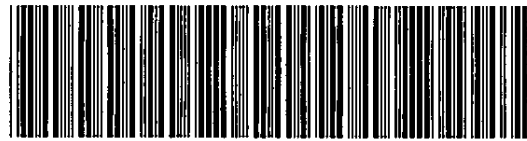
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Share Exchange

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**DATE:** 12/30/16

**NAME:** TEAGHLACH, INC

**TYPE OF FILING:** SHARE EXCHANGE / AMENDMENT

**COST:** ~~43.75~~ 78.75

*approved by Abbie.  
12/30*

**RETURN:** CERTIFIED COPY PLEASE

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**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE

*Abbie Hodge*

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*\* File first \**

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## ARTICLES OF SHARE EXCHANGE

Between

TEAGHLACH, INC. - 816-111337

And

THE SSI GROUP, INC. - 331851

Teaghlach, Inc. ("Holdco"), a Florida corporation, and The SSI Group, Inc. ("SSI Group"), a Florida corporation, execute the following Articles of Share Exchange as of December 29, 2016, to effectuate the acquisition of SSI Group by Holdco by means of a share exchange pursuant to Section 607.1102 of the Florida Business Corporation Act, Chapter 607, *Florida Statutes* (the "Share Exchange").

### ARTICLE I PLAN OF SHARE EXCHANGE

The plan of share exchange between SSI Group and Holdco (the "Plan of Share Exchange") is as follows:

**1.1 Parties to Share Exchange.** The parties to the Share Exchange are SSI Group, the shares of which are being acquired, and Holdco, which is the acquiring corporation.

**1.2 The Share Exchange.** Subject to the terms and conditions of the Plan of Share Exchange and in accordance with the Florida Business Corporation Act, at the effective time of the Share Exchange specified in Article II below (the "Effective Time"), Holdco shall acquire all the outstanding shares of common stock, par value \$.01 per share, of SSI Group (the "SSI Group Stock") that are issued and outstanding immediately before the Effective Time in exchange for an equal number of shares of common stock, par value \$.01 per share, of Holdco ("Holdco Stock"). As a result of the Share Exchange, SSI Group will become a wholly owned subsidiary of Holdco, and the separate corporate existence of both SSI Group and Holdco will continue. Promptly after these Articles of Share Exchange are fully executed, Holdco shall deliver them to the Florida Department of State (the "Department") for filing and pay to the Department all fees required for their filing and to effectuate the Share Exchange.

**1.3 Conversion of Shares.** At the Effective Time, each share of SSI Group Stock issued and outstanding immediately before the Effective Time will be exchangeable for, and converted into solely a right to receive, one share of Holdco Stock without any further action by any record holder of SSI Group Stock, except for the surrender to Holdco of the certificate or certificates representing those shares. As a result of the Share Exchange, a record holder of shares of SSI Group Stock at the Effective Time will become the owner of a right to receive from Holdco an equal number of shares of Holdco Stock.

**1.4 Exchange of Certificates.** After the Effective Time, Holdco shall transfer to each record holder of outstanding shares of SSI Group Stock at the Effective Time a certificate representing an equal number of shares of Holdco Stock, upon surrender of, and in exchange and substitution for, each certificate representing the shares of SSI Group Stock registered in the name of that holder (a "SSI Group Certificate"), duly indorsed in blank by the record holder. Delivery to Holdco of SSI Group Stock will occur, and risk of loss and title to those shares will pass to Holdco, when Holdco receives an SSI Group Certificate representing the shares, duly indorsed in blank by the record holder of the SSI Group Certificate. At all times after the Effective Time, an SSI Group Certificate that has not been surrendered to Holdco in the manner specified above will not be transferable on the stock record books of either Holdco or SSI Group and will be treated for all corporate purposes, except payment of dividends and other distributions, as representing the ownership of the number of whole shares of Holdco Stock into which the shares of SSI Group Stock represented by the certificate are exchangeable as a result of the Share Exchange. The holder of an SSI Group Certificate will not be entitled to receive any dividends or distributions in respect of either the shares of SSI Group Stock or the shares of Holdco Stock into which the shares of SSI Group Stock represented by the certificate are exchangeable as a result of the Share Exchange, until the SSI Group Certificate is surrendered to Holdco in the manner specified above. If a dividend or other distribution is paid by Holdco in respect of Holdco Stock after the Effective Time, but before an SSI Group Certificate is surrendered to Holdco, the dividend or distribution payable in respect of the shares of Holdco Stock into which the

shares of SSI Group Stock represented by the unsurrendered SSI Group Certificate have been converted as a result of the Share Exchange will accrue and be paid to the holder of the unsurrendered SSI Group Certificate promptly after that SSI Group Certificate is surrendered to Holdco in the manner specified above.

**1.5 Amendment or Abandonment.** Holdco and SSI Group may amend or abandon and terminate the Plan of Share Exchange at any time before the Articles of Share Exchange are filed with the Department with the approval of their respective Boards of Directors and without any action by the shareholders of SSI Group.

**ARTICLE II  
EFFECTIVE DATE OF SHARE EXCHANGE**

The Share Exchange will become effective as of 12:01 a.m., Eastern Time, on the date when these Articles of Share Exchange are filed with the Department.

**ARTICLE III  
DATE OF ADOPTION OF PLAN OF SHARE EXCHANGE**

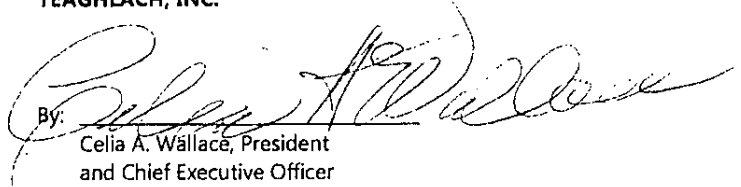
The Plan of Share Exchange was adopted by written consent of the Board of Directors and shareholders of both SSI Group and Holdco, effective as of December 29, 2016.

*[Signatures on next page]*

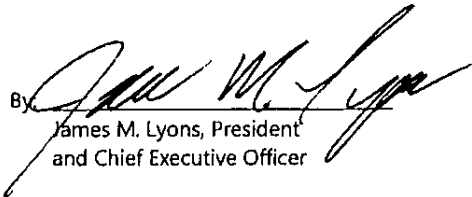
**SIGNATURE PAGE FOR ARTICLES OF SHARE EXCHANGE  
BETWEEN SSI HOLDINGS, INC. AND THE SSI GROUP, INC.**

IN WITNESS WHEREOF, Holdco and SSI Group have executed these Articles of Share Exchange as of the day and year first written above.

**TEAGHLACH, INC.**

By:   
Celia A. Wallace, President  
and Chief Executive Officer

**THE SSI GROUP, INC.**

By:   
James M. Lyons, President  
and Chief Executive Officer