

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : GREENSPOON MARDER, P.A.
Account Number : 076064003722
Phone : (888) 491-1120
Fax Number : (954) 343-6962

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

Email Address: tsjl@actuarialcareers.com**MERGER OR SHARE EXCHANGE****Actuarial Careers, Inc.**

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DIVISION OF CORPORATIONS
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2017 MAR 22 AM 9:41

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3/23/17

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ACTUARIAL CAREERS, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

ELLEN GILMORE, ESQ.

Contact Person

c/o GREENSPOON MARGER, P.A.

Firm/Company

200 E. BROWARD BLVD., SUITE 1800

Address

FORT LAUDERDALE, FL 33301

City/State and Zip Code

tsj1@actuarialcareers.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ellen Gilmore

Name of Contact Person

At (954) 491-1120

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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)
Actuarial Careers, Inc.	Florida	P17000014992

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Actuarial Careers, Inc.	New York	2216913

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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 4 / 1 / 2017 (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 February 17, 2017.

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 February 17, 2017.

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)

[illegible]

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made this 17th day of February, 2017, by and between **Actuarial Careers, Inc.**, a corporation formed and existing under the laws of the State of New York (hereinafter referred to as the "Merging Company") and **Actuarial Careers, Inc.**, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as the "Corporation").

WHEREAS, the Stockholders and Board of Directors of the Corporation and the Stockholders and Board Directors of the Merging Company deem it advisable and generally in the best interests of the respective parties that the parties effect a merger (the "Merger") pursuant to the applicable laws, with the Corporation being the surviving entity.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, and of the mutual benefits hereby provided, the sufficiency of which is hereby acknowledged, it is agreed by and between the parties hereto as follows:

1. **Merger.** At the Effective Time (as defined in Section 5 hereof), Merging Company will be merged with and into the Corporation in a statutory merger pursuant to this Agreement and Plan of Merger and in accordance with applicable provisions of Florida and New York law.

2. **Effect of Merger.** At the Effective time, (a) the separate existence of the Merging Company shall cease and the Merging Company shall be merged with and into the surviving Corporation and the surviving Corporation, a Florida not for profit corporation, will be the surviving entity pursuant to the terms of the Articles of Merger; (b) the Certificate of Incorporation and Bylaws of the surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the surviving entity until duly amended in accordance with their terms and applicable law; (c) the Directors of the surviving Corporation shall be the Directors of the surviving Corporation as the surviving entity; (d) each outstanding share of stock of the Merging Company immediately prior to the effective time of the Merger shall cease to exist and shall convert to a right to receive an equal amount of shares of stock of the Surviving Company immediately after the Merger and (e) and the Merger shall have all of the effects provided by applicable law.

3. **Filing.** The Corporation shall promptly cause Articles of Merger in form and substance satisfactory to each party hereto and its respective counsel to be executed and filed with the office of the Secretary of State of the State of Florida, and the Corporation and Merging Company shall promptly cause Articles of Merger in form and substance satisfactory to each party hereto and its respective counsel to be executed and filed with the office of the Secretary of State of the State of New York.

4. **Conduct of the Merging Company and the Corporation.** Until the Effective Time each of Merging Company and the surviving Corporation shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business or with the consent of the other.

5. **Effective Time.** The merger shall be effective April 1, 2017 or such later date as the Articles of Merger are filed with the State of Florida (the "Effective Date").

6. **Rights and Liabilities of Merging Company.** At and after the Effective Time,

without further act or deed, all of the rights, privileges and powers, and all of the property, real, personal and mixed of, and all debts due to Merging Company, as well as all of the things and causes of action belonging to Merging Company shall be the property of the surviving Corporation as they were the property of Merging Company, and the title to any real estate vested by deed or otherwise in Merging Company shall not revert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the parties hereto shall be preserved unimpaired, and all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

7. Further Assurances. If, at any time after the Effective Time, the surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or any other actions are necessary, desirable or proper to vest, perfect or confirm of record or otherwise, in it, the title to any property or rights of Merging Company and the surviving Corporation acquired or to be acquired by reason of, or as a result of, the Merger, Merging Company and the Corporation agree that such entities and their proper officers and directors shall execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Corporation and otherwise to carry out the purpose of this Agreement and Plan of Merger, and that the proper officers and directors of the Corporation are fully authorized and directed in the name of the Merging Company and the Corporation or otherwise to take any and all such actions.

8. Governing Law. This Agreement and Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida, without regard to any applicable conflicts of law.

9. Termination. This Agreement and Plan of Merger may be executed in counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each party and delivered to the other party, it being understood that both parties need not sign the same counterpart.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement and Plan of Merger this 17th day of February, 2017.

Actuarial Careers, Inc., a Florida corporation

By: Theodore S. Jackness
Theodore Jackness, CEO

Actuarial Careers, Inc., a New York Corporation

By: Theodore S. Jackness
Theodore Jackness, CEO