

P17000082002

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

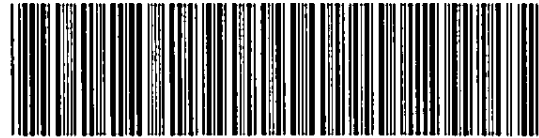
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FEB 07 2018

FILED
18 FEB -5 AM 11:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Margaret

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Legacy Advisor Network, 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:

Randi Walz

Contact Person

Fafinski Mark & Johnson, P.A.

Firm/Company

775 Prairie Center Drive, Suite 400

Address

Eden Prairie, MN 55344

City/State and Zip Code

randi.walz@fmjlaw.com

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

For further information concerning this matter, please call:

Randi Walz

At (952) 995-9500

Name of Contact Person

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)
Legacy Advisor Network, Inc.	Florida	P17000082002

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Legacy Consulting Group, Inc.	Illinois	63168041

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 January 31, 2018.

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 January 31, 2018.

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)

FILED
18 FEB - 5 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Legacy Advisor Network, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Legacy Consulting Group, Inc.

Illinois

Third: The terms and conditions of the merger are as follows:

As set forth in Plan of Merger dated January 31, 2018.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

As set forth in Plan of Merger dated January 31, 2018.

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to Secretary of State.

Filing fee is \$100, but if merger or
consolidation involves more than two
corporations, submit \$50 for each
additional corporation.

File # _____ Filing Fee: \$ _____ Approved: _____

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} and State or Country of Incorporation.
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
Legacy Consulting Group, Inc.	Illinois	63168041
Legacy Advisor Network, Inc.	Florida	P17000082002
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ^{surviving} new corporation: Legacy Advisor Network, Inc.
~~acquiring~~
- b. Corporation shall be governed by the laws of: Florida

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

See attached Plan of Merger dated January 31, 2018.

5. The ^{merger} consolidation was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions.
(See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
Legacy Consulting Group, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

- a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____, _____, _____
Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? ☐ Yes ☐ No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. **All signatures must be in BLACK INK.**

Dated January 31, 2018, Legacy Consulting Group, Inc.
Month Day Year Exact Name of Corporation

[Signature]
Any Authorized Officer's Signature

Marc G. Minor
Name and Title (type or print)

Dated January 31, 2018, Legacy Advisor Network, Inc.
Month Day Year Exact Name of Corporation

[Signature]
Any Authorized Officer's Signature

Marc G. Minor
Name and Title (type or print)

Dated _____, _____, _____
Month Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

**WRITTEN ACTION
OF THE
SHAREHOLDERS
AND
BOARD OF DIRECTORS
OF
LEGACY ADVISOR NETWORK, INC.**

Pursuant to the provisions of Fla. Stat. § 607.0101 *et seq.*, the undersigned, being all of the shareholders and all of the members of the Board of Directors of Legacy Advisor Network, Inc., a Florida corporation (the "Corporation"), do hereby authorize, consent to and approve the following actions and resolutions by and on behalf of the Shareholders and Board of Directors of the Corporation:

WHEREAS, the Corporation desires to effect the merger of the Corporation with Legacy Consulting Group, Inc., an Illinois corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be merged with Legacy Consulting Group, Inc. with the Corporation as the surviving corporation, all in accordance with the Plan of Merger set forth as Exhibit A hereto; and

RESOLVED FURTHER, that the merger shall be effective the date of filing of articles of merger with the Secretaries of State of the States of Illinois and Florida in the manner required by law; and

RESOLVED FURTHER, in consideration for the Merger, the Corporation shall accept and assume all assets and liabilities from Legacy Consulting Group, Inc.

RESOLVED FURTHER, that any officer of the Corporation be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Corporation, articles of merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such articles to be filed for record with the Secretaries of State of the States of Illinois and Florida in the manner required by law; and

RESOLVED FURTHER, that the officers of the Corporation, and each of them, be and they hereby are authorized, for and on behalf of the Corporation, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the purpose of the foregoing resolutions

[Signature Page Follows]

The foregoing actions and resolutions are hereby adopted by and on behalf of the shareholders and Board of Directors of the Corporation effective as of the 31st day of January, 2018, in lieu of holding a meeting of the shareholders or Board of Directors for these purposes.

DIRECTORS:

SHAREHOLDERS:

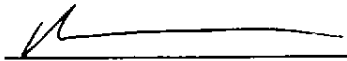
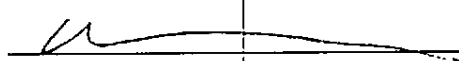

_____

EXHIBIT A
PLAN OF MERGER

[see attached]

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") is dated as of the 31st day of January, 2018 and is submitted pursuant to and in compliance with the Florida Business Corporation Act ("FBCA") and the Illinois Business Corporation Act ("IBCA"), and in accordance with any other applicable laws of the jurisdiction of incorporation of either the Surviving Corporation or the Non-Surviving Corporation.

1. Approval of Merger. The Board of Directors and the shareholders of Legacy Advisor Network, Inc. (the "Surviving Corporation"), which is a for profit corporation organized under the laws of the State of Florida, and Legacy Consulting Group, Inc. (the "Non-Surviving Corporation"), which is a corporation for profit organized under the laws of the State of Illinois, have resolved that the Non-Surviving Corporation be merged (the "Merger"), with and into the Surviving Corporation, pursuant to the FBCA and the IBCA, such that the Surviving Corporation shall be the surviving corporation.

2. Merger and Surviving Corporation. At the Effective Time (as hereinafter defined), pursuant to the provisions of the FBCA and the IBCA, (a) the Non-Surviving Corporation shall be merged into the Surviving Corporation, (b) the Surviving Corporation shall be the surviving corporation, and (c) the separate existence of the Non-Surviving Corporation shall cease.

3. Articles of Incorporation of Surviving Corporation. The articles of incorporation of Surviving Corporation in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation and said articles of incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the FBCA.

4. Bylaws of Surviving Corporation. The bylaws of Surviving Corporation in effect immediately prior to the Effective Time will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FBCA.

5. Cancellation of Certain Existing Shares. At the Effective Time, all shares of capital stock of the Non-Surviving Corporation then issued and outstanding shall be cancelled. The shares of capital stock of Surviving Corporation then issued and outstanding shall not be converted as a result of the Merger, but shall remain outstanding as shares of capital stock of the Surviving Corporation.

6. Assets and Liabilities. At the Effective Time, the Surviving Corporation shall accept and assume all of the assets and liabilities of the Non-Surviving Corporation, and the Non-Surviving Corporation shall transfer and assign all of its assets and liabilities to the Surviving Corporation at the Effective Time. The transfer of such assets and liabilities shall constitute valuable consideration for the transaction contemplated herein.

7. Directors and Officers of Surviving Corporation. The directors and officers of Surviving Corporation shall continue to serve as the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and

qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

8. Effective Time. As used herein, the term "Effective Time" shall mean 11:59 p.m. on January 31, 2018.

9. Merger Filings. Articles of Merger consistent with the terms of this Plan of Merger shall be filed with the Illinois Secretary of State pursuant to the IBCA, and with the Florida Department of State Division of Corporations pursuant to the FBCA.

10. Copies of Plan of Merger. An original or attested copy of this Plan of Merger shall be kept wherever the records of meetings of the stockholders of the Surviving Corporation are kept and shall be made available at said location for inspection by any shareholder of the Surviving Corporation or any person who was a shareholder of the Non-Surviving Corporation, and the Surviving Corporation shall furnish a copy of this Plan of Merger to any such shareholder or person upon written request and without charge.

11. Further Actions. The directors and officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

**WRITTEN ACTION
OF THE
SHAREHOLDERS
AND
BOARD OF DIRECTORS
OF
LEGACY CONSULTING GROUP, INC.**

Pursuant to the provisions of 805 Ill. Comp. Stat. § 5 *et seq.*, the undersigned, being all of the shareholders and all of the members of the Board of Directors of Legacy Consulting Group, Inc., an Illinois corporation (the "Corporation"), do hereby authorize, consent to and approve the following actions and resolutions by and on behalf of the Shareholders and Board of Directors of the Corporation:

WHEREAS, the Corporation desires to effect the merger of the Corporation with and into Legacy Advisor Network, Inc., a Florida corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be merged with and into Legacy Advisor Network, Inc. with Legacy Advisor Network, Inc. as the surviving corporation, all in accordance with the Plan of Merger set forth as Exhibit A hereto; and

RESOLVED FURTHER, that at the effective time of the merger, all of the outstanding shares of common stock of the Corporation shall be cancelled, and no securities of the Corporation or any other corporation, or any money or other property, shall be issued to the Corporation in exchange therefor; and

RESOLVED FURTHER, that the merger shall be effective the date of filing of articles of merger with the Secretaries of State of the States of Illinois and Florida in the manner required by law; and

RESOLVED FURTHER, in consideration of the Merger, the Corporation shall transfer and assign all assets and liabilities to Legacy Advisor Network, Inc.

RESOLVED FURTHER, that any officer of the Corporation be and hereby is authorized and directed to make, sign and acknowledge, for and on behalf of the Corporation, articles of merger setting forth the foregoing Plan of Merger and such other information as required by law, and to cause such articles to be filed for record with the Secretaries of State of the States of Illinois and Florida in the manner required by law; and

RESOLVED FURTHER, that the officers of the Corporation, and each of them, be and they hereby are authorized, for and on behalf of the Corporation, to take such other action as such officers, or any of them, shall deem necessary or appropriate to carry out the purpose of the foregoing resolutions.

[Signature Page Follows]

The foregoing actions and resolutions are hereby adopted by and on behalf of the shareholders and Board of Directors of the Corporation effective as of the 31st day of January, 2018, in lieu of holding a meeting of the shareholders or Board of Directors for these purposes.

DIRECTORS:

SHAREHOLDERS:

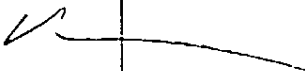

_____

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PLAN OF MERGER

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PLAN OF MERGER

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2. Merger and Surviving Corporation. At the Effective Time (as hereinafter defined), pursuant to the provisions of the FBCA and the IBCA, (a) the Non-Surviving Corporation shall be merged into the Surviving Corporation, (b) the Surviving Corporation shall be the surviving corporation, and (c) the separate existence of the Non-Surviving Corporation shall cease.

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7. Directors and Officers of Surviving Corporation. The directors and officers of Surviving Corporation shall continue to serve as the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and

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