P19887

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Morguard Management Company 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:

Brittany Rosenbloom
Contact Person

Chopin Wagar Richard & Kutcher
Firm/Company

3850 N. Causeway Blvd., Suite 900
Address

Metairie, LA 70002
City/State and Zip Code

brosenbloom@chopin.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brittany Rosenbloom At (504) 830-3827
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

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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:

Name	Jurisdiction	Document Number (If known/ applicableMor
Morguard Management Company Inc.	Louisiana	P19887

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Morguard Management Company of Florida, Inc.	Florida	K91413

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.)

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 _____03/28/2013_____ 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 _____03/28/2013______ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Morguard Management Company Inc.	[signature]	Robert A. Kutcher, Secretary
Morguard Management Company of Florida, Inc.	[signature]	Robert A. Kutcher, Secretary

AGREEMENT AND PLAN OF MERGER BETWEEN
MORGUARD MANAGEMENT COMPANY OF FLORIDA, INC.
AND
MORGUARD MANAGEMENT COMPANY INC.

This Agreement and Plan of Merger ("Agreement") is entered into on the 28th day of March, 2013, between Morguard Management Company of Florida, Inc., a Florida corporation, and Morguard Management Company Inc., a Louisiana corporation.

WHEREAS, Morguard Management Company Inc. is a corporation organized and existing under the laws of the State of Louisiana;

WHEREAS, Morguard Management Company of Florida, Inc. is a corporation organized and existing under the laws of the State of Florida, and is wholly owned by Morguard Management Company Inc.; and

WHEREAS, Morguard Management Company of Florida, Inc. and Morguard Management Company Inc. have deemed it advisable and in the best interests of each company that Morguard Management Company of Florida, Inc. be merged with and into Morguard Management Company Inc. (the "Merger"), as authorized by the law of the State of Florida, and pursuant to the terms and conditions of this Agreement.

NOW THEREFORE, in consideration of the foregoing recitals, the covenants and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

I. MERGER; EFFECTIVENESS

Morguard Management Company of Florida, Inc. (hereinafter sometimes referred to as the "Merging Corporation") shall be merged with and into Morguard Management Company Inc. (hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the applicable provisions of Section 607.1101, Florida Statutes, and in accordance with the terms and conditions of this Agreement, upon the filing of this Agreement with the Secretary of State for the State of Florida (the "Effective Date").

II. CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of Morguard Management Company Inc. shall, at the Effective Date, be the Certificate of Incorporation of the Surviving Corporation.

III. CONVERSION OF SHARES

The matter and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation shall be as follows:

1. All shares of common stock of the Surviving Corporation now authorized, issued and outstanding shall remain outstanding and shall not be affected by the Merger.

2. On the Effective Date, by reason of the Merger, each issued and outstanding share of the common stock of the Merging Corporation shall be converted into an option to purchase one share of the stock of the Surviving Corporation at a rate equivalent to the shareholder's basis in each share of stock of the Merging Corporation. Such option to purchase shall expire on May 1, 2013.

IV. IMPLEMENTATION

Morguard Management Company of Florida, Inc. and Morguard Management Company Inc. each shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Florida to consummate and make effective the Merger.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the authorizations of their respective Boards of Directors, have caused this Agreement to be executed by an authorized officer of each party hereto.

MORGUARD MANAGEMENT COMPANY OF FLORIDA, INC.

By: ______________________
ROBERT A. KUTCHER, Secretary

MORGUARD MANAGEMENT COMPANY INC.

By: ______________________
ROBERT A. KUTCHER, Secretary