

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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Fax Number : (954) 208-0845

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

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MERGER OR SHARE EXCHANGE
Norstan Communications, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

RECEIVED
17 MAR 24 PM 2:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2017 MAR 24 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/27/17

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)
Norstan Communications, Inc.	Minnesota	P35399

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ADS Telecom, Inc.	Florida	P97000047623

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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 03 / 31 / 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.)

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 March 23, 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 March 23, 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)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NORSTAN COMMUNICATIONS, 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:

Shaun Fleming
Contact Person

Buchanan Ingersoll & Rooney PC
Firm/Company

301 Grant St., Flr. 20
Address

Pittsburgh, PA 15219
City/State and Zip Code

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

For further information concerning this matter, please call:

Shaun Fleming At (412) 562-1588
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

AGREEMENT AND PLAN OF MERGER
of
ADS TELECOM, INC.
(a Florida corporation)
and
NORSTAN COMMUNICATIONS, INC.
(a Minnesota corporation)

This AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan"), dated this 23rd day of March, 2017, is by and between ADS TELECOM, INC., a Florida corporation ("ADS"), and NORSTAN COMMUNICATIONS, INC., a Minnesota corporation ("Norstan Communications") and as the survivor of the Merger (as defined below) provided for herein called the "Surviving Company"). The parties hereinafter are sometimes collectively called "Constituent Entities".

WHEREAS, ADS is a corporation, duly organized and existing under the laws of the State of Florida;

WHEREAS, Norstan Communications is a corporation, duly organized and existing under the laws of the State of Minnesota; and

WHEREAS, the shareholder and the board of directors of each of the Constituent Entities, by resolutions duly adopted, have each approved this Agreement and Plan and declare it to be advisable and in the best interest of each of the Constituent Entities and their owners that ADS merge with and into Norstan Communications in the manner and upon the terms and conditions set forth herein (the "Merger") pursuant to the applicable provisions of the Florida Business Corporation Act ("Florida Act") and the Minnesota Business Corporation Act (the "Minnesota Act").

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof, and in consideration of the mutual covenants and agreements contained herein, the Constituent Entities, intending to be legally bound, hereby covenant and agree as follows:

1. Merger. Upon compliance with the applicable provisions of the Florida Act and the Minnesota Act, at the Effective Time (as defined herein), ADS shall be merged with and into Norstan Communications and, thereupon, the separate existence of ADS shall cease and Norstan Communications shall continue to exist as the Surviving Company.

2. Articles of Incorporation and By-laws.

(a) At the Effective Time, the Articles of Incorporation of Norstan Communications, as in effect immediately prior to the Effective Time, shall be and remain the Articles of Incorporation of the Surviving Company until thereafter amended and changed in the manner prescribed by the provisions of the Minnesota Act.

(b) At the Effective Time, the By-laws of Norstan Communications, as in effect immediately prior to the Effective Time, shall be and remain the By-laws of the Surviving Company until thereafter amended and changed as therein provided, and in the manner prescribed by the provisions of the Minnesota Act.

3. Officers and Directors.

(a) At the Effective Time, the officers of Norstan Communications immediately prior to the Effective Time shall be the officers of the Surviving Company, in each case until their respective successors are duly elected or appointed and qualified.

(b) At the Effective Time, the directors of Norstan Communications immediately prior to the Effective Time shall be the directors of the Surviving Company, in each case until their respective successors are duly elected or appointed and qualified.

4. Equity of Constituent Entities.

(a) At the Effective Time, the shares of ADS issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished without consideration upon the Merger and no new shares or other securities of the Surviving Company shall be issued with respect thereto.

(b) At the Effective Time, the shares of Norstan Communications issued and outstanding shall not be converted or exchanged in any manner by the Merger and shall continue to represent the shares of the Surviving Company.

5. Amendment of Plan. This Agreement and Plan may be amended by the mutual written agreement of the board of directors of each of the Constituent Entities at any time prior to the Effective Time.

6. Abandonment of Plan. This Agreement and Plan may be abandoned by the mutual written agreement of the board of directors of each of the Constituent Entities at any time prior to the Effective Time.

7. Effective Time. The "Effective Time" shall be March 31, 2017 at 11:59 p.m. Eastern Daylight Time.

8. State Filings. The proper officers of each of the Constituent Entities shall make and execute whatever certificates and documents that are required by the State of Florida and the State of Minnesota to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the State of Florida or the State of Minnesota, which may be necessary and proper to effect such Merger.

9. Effect of Merger. At the Effective Time:

(a) The separate existence of ADS shall cease and Norstan Communications shall continue to exist as the Surviving Company.

(b) The Surviving Company shall succeed to and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises, and shall be subject to all of the obligations, restrictions and liabilities of each of the Constituent Entities, all without further act or deed, and all as more fully set forth under the Florida Act and the Minnesota Act.


10. Counterparts. This Agreement and Plan may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall be considered one and the same agreement.

[Signatures appear on following page]


[Signature page to Agreement and Plan of Merger -- ADS Telecom, Inc. and Norstan Communications, Inc.]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger on the date first set forth above.

ADS TELECOM, INC., a Florida corporation

By: 
Name: Ronald Basso
Title: Vice President

**NORSTAN COMMUNICATIONS, INC., a
Minnesota corporation**

By: 
Name: Ronald Basso
Title: Vice President