

12/18/2013 12:13:17 From: To: 8566176380 (1/10)

Division of Corporations

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Florida Department of State
Division of Corporations
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RE-SUBMIT

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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
Financial Data Services Inc.

Certificate of Status	0
Certified Copy	1
Page Count	08/7 10
Estimated Charge	\$78.75

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DEPT OF STATE
TALLAHASSEE, FLORIDA

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12/19/13



December 18, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FINANCIAL DATA SERVICES, INC.

4800 DEER LAKE DRIVE EAST

ATTN: KELLEY WOODS

JACKSONVILLE, FL 32246

SUBJECT: FINANCIAL DATA SERVICES, INC.

REF: P93000088201

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please include the plan or merger not a certificate of merger from Delamara.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H13000276730
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE-SUBMIT

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Financial Data Services, 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:

Maria S. Barnes
Contact Person

Bank of America
Firm/Company

225 Franklin Street, MA1-225-02-01
Address

Boston, MA 02110
City/State and Zip Code

maria.s.barnes@bankofamerica.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maria S. Barnes
Name of Contact Person

At (617)

346-2218

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

EFFECTIVE DATE

12-31-13

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ARTICLES OF MERGER

(Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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/ applicable)
Financial Data Services, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Asset Transition Management Services, Inc.	Delaware	

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 12 / 31 / 2013 (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 December 4, 2013.

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 December 4, 2013.

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)

Typed or Printed Name of Individual & Title

Maria S. Barnes, Secretary

Holly Mruz, Secretary

AGREEMENT AND PLAN OF MERGER
OF
ASSET TRANSITION MANAGEMENT SERVICES, INC.
WITH AND INTO
FINANCIAL DATA SERVICES, INC.

THIS AGREEMENT AND PLAN OF MERGER dated December 4th 2013, made by and between **FINANCIAL DATA SERVICES, INC.** and **ASSET TRANSITION MANAGEMENT SERVICES, INC.**, said two business entities being hereinafter sometimes referred to as the Survivor and the Absorbed, respectively, or, together as the Constituent Companies, WITNESSETH THAT:

WHEREAS, the Survivor is a corporation organized and existing under the laws of the State of Florida with its principal office in the State of Florida being located at 4800 Deer Lake Drive East, Jacksonville, FL 32246; and

WHEREAS, the Absorbed is a corporation organized and existing under the laws of the State of Delaware with its principal office in the State of Florida being located at 4800 Deer Lake Drive East, Jacksonville, FL 32246; and

WHEREAS, the Board of Directors of the Survivor and the Board of Directors of the Absorbed have determined that it is advisable that the Absorbed be merged into the Survivor, on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the laws of the States of Florida and Delaware, which laws permit such merger;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and provisions hereinafter contained, the parties hereto agree that the Absorbed be merged into the Survivor, and that the terms and conditions of such merger, the mode of carrying the same into effect, and the manner and basis of disposing of the shares of the Absorbed shall be as follows:

Section 1. The Absorbed and the Survivor shall be merged into a single corporation, in accordance with the applicable provisions and laws of the States of Florida and Delaware, by the Absorbed merging into the Survivor, which shall be the surviving corporation. The separate existence of the Absorbed shall cease and the existence of the Survivor shall continue unaffected and unimpaired by the merger with all rights, privileges, immunities and powers, and subject to all duties and liabilities of a corporation organized under the Florida Business Corporation Act.

Section 2.

- a. The Certificate of Incorporation of the Survivor shall continue to be its Certificate of Incorporation following the effective date of the merger, until the same shall be altered or amended.
- b. The Bylaws of the Survivor shall be and remain the Bylaws of the Survivor until altered, amended or repealed.
- c. The Board of Directors and Officers of the Survivor in office on the effective date of the merger shall continue in office and shall constitute the Board of Directors and

Officers of the Survivor for the term elected until their respective successors shall be elected or appointed and qualified.

Section 3. On the effective date of the merger:

- a. The Survivor shall possess all the rights, privileges, immunities, powers and franchises as well of a public as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Companies; and all property, real, personal and mixed, including all patents, applications for patents, trademarks, trademark registrations and applications for registration of trademarks, together with the goodwill of the business in connection with which said patents and marks are used, and all debts due on whatever account, including subscriptions to shares of capital stock, and all other choices in action and all and every other interest of or belonging to or due to each of the Constituent Companies shall be deemed to be transferred to and vested in the Survivor without further act or deed, and the title to any real estate, or any interest therein, vested in either of the Constituent Companies shall not revert or be in any way impaired by reason of the merger.
- b. The Survivor shall be responsible and liable for all the liabilities and obligations of each of the Constituent Companies; and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted to judgment as if the merger had not taken place, or the Survivor may be substituted in its place and neither the rights of creditors nor any liens upon the property of either of the Constituent Companies shall be impaired by the merger. The Survivor shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with outstanding obligations of the Absorbed.
- c. The aggregate amount of the net assets of the Constituent Companies which is available for payments of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by issuance of shares of stock or otherwise, shall continue to be available for payment of dividends.

Section 4. The manner and basis of converting the outstanding ownership interests and/or shares of the capital stock of the Constituent Companies is as follows:

- a. Each transferable share of the Absorbed issued and outstanding at the effective date of the merger shall be cancelled and no consideration shall be issued or paid with respect thereto.
- b. The corporation interests of the Survivor that are issued and outstanding immediately prior to the effective time of the merger shall remain issued and outstanding and shall be unaffected by the merger.

Section 5. The Survivor shall pay all expenses of accomplishing the merger.

Section 6. If at any time the Survivor shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in the Survivor the title to any property or rights of the Absorbed, or to otherwise carry out the provisions hereof, the Board of Directors of the Absorbed as of the effective date of the merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights of the Survivor.

Section 7. This Agreement contemplates a tax-free merger of Absorbed with and into Survivor in a reorganization pursuant to Internal Revenue Code Section 368(a)(1)(A). The Parties expect

that the Merger will further certain of their business objectives (including, without limitation, streamlining the organizational structure through elimination of entities).

Section 8. Each of the Constituent Companies shall take, or cause to be taken, all actions or do or cause to be done, all things necessary, proper or advisable under the laws of the States of Florida and Delaware, to consummate and make effective the merger, subject, however, to the appropriate vote or consent of the shareholders and/or Members of each of the Constituent Companies in accordance with the requirements of the applicable provisions of the laws of the States of Florida and Delaware.

Section 9. The effective date of the merger shall be December 31, 2013, as set forth in the Certificate of Merger in Delaware and the Articles of Merger in Florida, provided that upon such date, all acts and things shall have been done as shall be required for accomplishing the merger under the applicable provisions of the laws of the State of Delaware and the State of Florida.

Section 10. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by actions of the Board of Directors of the Survivor or the Board of Directors of the Absorbed at any time prior to the effective date specified in Section 9 above of this Agreement and Plan of Merger.

Section 11. The Survivor is governed by the laws of the State of Florida and hereby agrees that it may be served with process in this state in any proceeding for enforcement of any obligation of any constituent corporation or business entity of this state, as well as for enforcement of any obligation of the surviving corporation or business entity arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings.

The Survivor appoints the Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of any process shall be mailed by the Secretary of State is 315 Montgomery Street, CA5-704-04-19, San Francisco, CA 94104.

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which shall be an original document and which, when taken together, shall constitute one and the same document.

On this 4th day of December 2013.

ASSET TRANSITION MANAGEMENT SERVICES, INC.

By: William Bridy
William Bridy, President

FINANCIAL DATA SERVICES, INC.

By: William Bridy
William Bridy, President

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO FOREIGN CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

- FIRST:** The name and state of incorporation of each of the constituent corporations of the merger is as follows:
- FINANCIAL DATA SERVICES, INC.**, a Florida corporation
ASSET TRANSITION MANAGEMENT SERVICES, INC., a Delaware corporation
- SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the Delaware General Corporation Law.
- THIRD:** The name of the surviving corporation is **FINANCIAL DATA SERVICES, INC.**, a Florida corporation.
- FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
- FIFTH:** The Merger is to become effective on December 31, 2013.
- SIXTH:** The executed Agreement of Merger is on file at 4800 Deer Lake Drive East, Jacksonville FL 32246, the main place of business of the surviving entity.
- SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving entity, on request and without cost, to any stockholder of the constituent corporations.
- EIGHTH:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such

process to the surviving corporation at 555 California Street, 8th Floor, San Francisco, CA 94104.

IN WITNESS WHEREOF, the surviving corporation has caused this Certificate of Merger to be signed by an authorized officer on the 5th day of December 2013.

FINANCIAL DATA SERVICES, INC.

By: Holly H. Mruz
Holly H. Mruz, Secretary