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**DATE: 1/23/14**

**NAME: TECH DATA PRODUCT MANAGEMENT, INC**

**TYPE OF FILING: MERGER**

**COST: 78.75**

**RETURN: CERTIFIED COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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**ARTICLES OF MERGER**  
**OF**  
**TD MOBILITY, INC.**  
**WITH AND INTO**  
**TECH DATA PRODUCT MANAGEMENT, INC.**

Pursuant to the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

**ARTICLE I**  
**Names and Surviving Corporation**

The names and states of incorporation of the corporations that are parties to the merger are:

<b><u>Name</u></b>	<b><u>State of Incorporation</u></b>
TD Mobility, Inc.	Illinois
Tech Data Product Management, Inc.	Florida

Tech Data Product Management, Inc. shall be the surviving corporation.

**ARTICLE II**  
**Plan of Merger**

The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.

**ARTICLE III**  
**Effective Date**

The effective date of the merger shall be January 31, 2014 (the "Effective Date"), and the merger shall become effective at 11:59 P.M., Eastern Standard Time on the Effective Date.

**ARTICLE IV**  
**Approval and Adoption of the Plan**


The Plan was approved and adopted by written consent of the board of directors of TD Mobility, Inc. on January 22, 2014, and approved and adopted by written consent of the sole shareholder of TD Mobility, Inc. on January 22, 2014.

The Plan was approved and adopted by written consent of the board of directors of Tech Data Product Management, Inc. on January 22, 2014, and approved and adopted by written consent of the sole shareholder of Tech Data Product Management, Inc. on January 22, 2014.

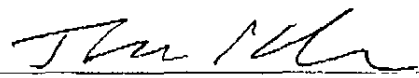
*Signature appears on the following page.*

Dated: January 22, 2014.

**TD Mobility, Inc.**, an Illinois corporation

By:   
Name: Joseph H. Quaglia  
Title: President

**Tech Data Product Management, Inc.**, a Florida corporation

By:   
Name: Jeffery P. Howells  
Title: Chief Financial Officer

**AGREEMENT AND PLAN OF MERGER**

**OF**

**TD MOBILITY, INC.**

**WITH AND INTO**

**TECH DATA PRODUCT MANAGEMENT, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is entered into on the 22<sup>nd</sup> day of January, 2014, between TD Mobility, Inc., an Illinois corporation (the "Non-Surviving Corporation"), and Tech Data Product Management, Inc., a Florida corporation (the "Surviving Corporation"), in accordance with the Illinois Business Corporation Act (the "IBCA") and the Florida Business Corporation Act (the "FBCA").

1. **NAMES OF MERGING CORPORATIONS.** The name of each corporation planning to merge is TD Mobility, Inc., an Illinois corporation, and Tech Data Product Management, Inc., a Florida corporation. Tech Data Product Management, Inc. will be the surviving corporation.

2. **TERMS AND CONDITIONS OF PROPOSED MERGER AND THE MODE OF CARRYING THE MERGER INTO EFFECT.** The terms and conditions of the proposed merger (the "Merger") are as follows:

(a) The Merger shall become effective on January 31, 2014 at 11:59 P.M., Eastern Standard Time (the "Effective Time").

(b) At the Effective Time, the Non-Surviving Corporation shall be merged with and into the Surviving Corporation, such that the Surviving Corporation shall be the surviving corporation in the Merger.

(c) At and after the Effective Time, the articles of incorporation of the Surviving Corporation shall continue as the articles of incorporation of the Surviving Corporation until amended in accordance with applicable law.

(d) At and after the Effective Time, the bylaws of the Surviving Corporation shall continue as the bylaws of the Surviving Corporation until amended or repealed in accordance with applicable law.

(e) At and after the Effective Time, each of the persons serving as a director of the Surviving Corporation immediately prior to the Effective Time shall continue to be a director of the Surviving Corporation until the earlier of such director's death, resignation or removal as a director, or until such director's successor is duly elected and qualified.

(f) At and after the Effective Time, each of the persons serving as an officer of the Surviving Corporation immediately prior to the Effective Time shall continue to be an officer of the Surviving Corporation holding the same office or offices, as the case may be, until the earlier

of such officer's death, resignation or removal as an officer, or until such officer's successor is duly appointed.

3. **MANNER AND BASIS OF CONVERTING SHARES.**

(a) At the Effective Time, the shares of stock of the Non-Surviving Corporation that are issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without the need for any further action on the part of the holder thereof, shall be converted into the right to receive an aggregate amount of One Dollar (\$1.00). The Treasurer of the Surviving Corporation shall cause the Surviving Corporation to pay such consideration to the corporation that was the sole shareholder of the Non-Surviving Corporation immediately prior to the Effective Time upon surrender of the certificates for all of the issued and outstanding shares of stock of the Non-Surviving Corporation.

(b) At the Effective Time, each share of the Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall continue to be outstanding.

4. **COUNTERPARTS.** This Plan may be executed in counterparts.

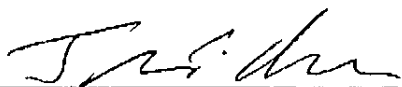
*Signatures appear on the following page.*

This Plan has been executed on the date set forth in the opening paragraph of this Plan.

**TD Mobility, Inc.,**  
an Illinois corporation

By:   
Name: Joseph H. Quaglia  
Title: President

**Tech Data Product Management, Inc.,**  
a Florida corporation

By:   
Name: Jeffery P. Howells  
Title: Chief Financial Officer