

3/4/2014 11:37:30 From: To: 8506176380

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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Division of Corporations
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
ACE US Holdings, Inc.

Certificate of Status	0
Certified Copy	0
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FILED
14 MAR -4 PM 4:58
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Corporate Filing Menu

Help

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ACBUS Holdings, 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:

Carmine A. Giganti
Contact Person

ACBUS Holdings, Inc.
Firm/Company

436 Walnut Street
Address

Philadelphia, PA 19106
City/State and Zip Code

carmine.giganti@accgroup.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carmine A. Giganti At (215) 640-2687
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

Effective Date:
03/14/14

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/applicable)
ACE US Holdings, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (if known/applicable)
Westchester Specialty Services, Inc.	Florida	

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 3 / 14 / 2014 (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 February 7, 2014 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 February 7, 2014

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)

14 MAR - 4 PM 4:58

FILED

PLAN OF MERGER

ACE US Holdings, Inc., a corporation incorporated on the 10th day of November, 1997 pursuant to the provisions of the General Corporation Law of the State of Delaware ("Corporation") owns 100% of the capital stock of Westchester Specialty Services, Inc., a corporation incorporated on the 2nd day of September, 1998 pursuant to the laws of the State of Florida and that the Corporation, by resolutions of its Board of Directors duly adopted by unanimous written consent on the 7th day of February, 2014 determined to and did merge into itself said Westchester Specialty Services, Inc., which resolutions are in the following words to wit:

WHEREAS, the Board of Directors has reviewed the terms and provisions of this Plan of Merger as set forth below (the "Plan of Merger") pursuant to which Westchester Specialty Services, Inc., a Florida corporation ("WSS") and a wholly owned subsidiary of the Corporation will be merged with and into the corporation and the separate corporate existence of WSS will cease; and

WHEREAS, the Plan of Merger is as follows:

1. The Merger. At the Effective Time (defined in Section 7), subject to and upon the terms and conditions of this Plan of Merger, WSS shall be merged with and into the Corporation, a corporation organized and existing under the laws of the State of Delaware, the separate corporate existence of WSS shall cease and the Corporation shall continue as the surviving company (the "Merger"). The Corporation, as the surviving company after the Merger, is sometimes hereinafter referred to as the "Surviving Corporation."

2. Effect of the Merger. The Merger shall have the effects set forth in Section 259 of the Delaware General Corporation Law ("DGCL") and Section 607.11101 of the Florida Business Organizations Statutes. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of WSS shall vest in the Surviving Corporation, and all debts, liabilities and duties of WSS shall become the debts, liabilities and duties of the Surviving Corporation.

3. Certificate of Incorporation; By-Laws.

3.1 The name of the Surviving Corporation shall continue to be "ACE US Holdings, Inc." The Certificate of Incorporation of ACE US Holdings, Inc. as in effect immediately before the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation until thereafter altered or amended.

3.2 The By-laws of ACE US Holdings, Inc. as in effect immediately before the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter altered or amended.

4. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of the Corporation or WSS:

4.1 Each share of common stock, par value \$1.00 per share, of WSS issued and outstanding immediately before the Effective Time shall be canceled and extinguished; and

4.2 Each share of common stock, par value \$.01 per share, of the Corporation issued and outstanding immediately before the Effective Time shall remain issued and outstanding and be unaffected by the Merger; and

5. Adoption of this Plan of Merger. WSS is a wholly-owned direct subsidiary of the Corporation. This Plan of Merger shall be adopted upon its approval by resolution of the Board of Directors of the Corporation pursuant to Section 253 of the DGCL and Section 607, 1104 of the Florida Business Organizations Statutes.

6. Post-Adoption Amendment or Termination of this Plan of Merger. At any time (i) after this Plan of Merger shall have been approved and adopted by resolution of the Board of Directors of the Corporation and (ii) before the Effective Time, this Plan of Merger may be amended, or this Plan of Merger may be terminated and abandoned, by resolution adopted by the Board of Directors of the Corporation.

7. Effective Date of the Merger. The Merger shall be effective on March 14, 2014 (the "Effective Time").

CERTIFICATE OF OWNERSHIP
MERGING
WESTCHESTER SPECIALTY SERVICES, INC.
INTO
ACE US HOLDINGS, INC.

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

ACE US Holdings, Inc., a corporation incorporated on the 10th day of November, 1997 pursuant to the provisions of the General Corporation Law of the State of Delaware ("Corporation");

DOES HEREBY CERTIFY:

FIRST: That the Corporation owns 100% of the capital stock of Westchester Specialty Services, Inc., a corporation incorporated on the 2nd day of September, 1998 pursuant to the laws of the State of Florida and that the Corporation, by resolutions of its Board of Directors duly adopted by unanimous written consent on the 7th day of February, 2014 determined to and did merge into itself said Westchester Specialty Services, Inc., which resolutions are in the following words to wit:

WHEREAS, the Board of Directors has reviewed the terms and provisions of the Plan of Merger as set forth below (the "Plan of Merger") pursuant to which Westchester Specialty Services, Inc., a Florida corporation ("WSS") and a wholly owned subsidiary of the Corporation will be merged with and into the corporation and the separate corporate existence of WSS will cease; and

WHEREAS, the Plan of Merger is as follows:

1. **The Merger:** At the Effective Time (defined in Section 7), subject to and upon the terms and conditions of this Plan of Merger, WSS shall be merged with and into the Corporation, a corporation organized and existing under the laws of the State of Delaware; the separate corporate existence of WSS shall cease and the Corporation shall continue as the surviving company (the "Merger"). The Corporation, as the surviving company after the Merger, is sometimes hereinafter referred to as the "Surviving Corporation."
2. **Effect of the Merger.** The Merger shall have the effects set forth in Section 259 of the Delaware General Corporation Law ("DGCL") and Section 607.11101 of the Florida Business Organizations Statutes. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of WSS shall vest in the Surviving Corporation, and all debts, liabilities and duties of WSS shall become the debts, liabilities and duties of the Surviving Corporation.
3. **Certificate of Incorporation By-Laws.**

3.1 The name of the Surviving Corporation shall continue to be "ACE US Holdings, Inc." The Certificate of Incorporation of ACE US Holdings, Inc. as in effect immediately before the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation until thereafter altered or amended.

3.2 The By-laws of ACE US Holdings, Inc. as in effect immediately before the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter altered or amended.

4. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of the Corporation or WSS:

4.1 Each share of common stock, par value \$1.00 per share, of WSS issued and outstanding immediately before the Effective Time shall be canceled and extinguished; and

4.2 Each share of common stock, par value \$.01 per share, of the Corporation issued and outstanding immediately before the Effective Time shall remain issued and outstanding and be unaffected by the Merger; and

5. Adoption of this Plan of Merger. WSS is a wholly-owned direct subsidiary of the Corporation. This Plan of Merger shall be adopted upon its approval by resolution of the Board of Directors of the Corporation pursuant to Section 253 of the DGCL and Section 607.1104 of the Florida Business Organizations Statutes.

6. Post-Adoption Amendment or Termination of this Plan of Merger. At any time (i) after this Plan of Merger shall have been approved and adopted by resolution of the Board of Directors of the Corporation and (ii) before the Effective Time, this Plan of Merger may be amended, or this Plan of Merger may be terminated and abandoned, by resolution adopted by the Board of Directors of the Corporation.

7. Effective Date of the Merger. The Merger shall be effective on March 14, 2014 (the "Effective Time").

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby declares that the Plan of Merger and the Merger therein provided for is advisable and the Plan of Merger is hereby approved and adopted;

FURTHER RESOLVED, that pursuant to the Plan of Merger, the Corporation shall merge into itself WSS and assume all of its rights and obligations;

FURTHER RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized and directed to execute and deliver for filing with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger setting forth a copy of these resolutions and the Plan of Merger; and

IN WITNESS WHEREOF, ACE US Holdings, Inc. has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 4th day of March, 2014.

By:

Title: Vice President and Assistant Secretary