

Terry
P99000016582

ACCOUNT NUMBER: FC 200000

REFERENCE: 2031764
(Sub Account)

DATE: 12-19

REQUESTOR NAME: Lexis Document Services

ADDRESS:

Merger

EFFECTIVE DATE
12/31/01

TELEPHONE: () () ext ()

CONTACT NAME:

5 entities Merging with & into:

CORPORATION NAME: Western Pension Service Corporation (Survivor)

DOCUMENT NUMBER:
(if applicable)

AUTHORIZATION:

Cynthia J. Woodyard

☒ CERTIFIED COPY (1-9)
☐ CERTIFICATE OF STATUS (1-9)
☐ PLAIN STAMPED COPY

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- | | | |
|--|--|-------------------------------------|
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

After filing:
May I have a note please, stating how much was deducted from our account?
(I am guessing it will be \$210.00)

RECEIVED
01 DEC 19 PM 12:48
DIVISION OF CORPORATION

FILED
01 DEC 19 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

CERIDIAN RETIREMENT PLAN SERVICES, INC., a Fla corp. P99000016582
BMC CONSULTANTS, INC., a Colorado corp not authorized to transact business
in Fla
CHARING COMPANY, INC., a Wisconsin corp not authorized to transact business
in Fla
MATTHEWS, MALONE & ASSOCIATES, LTD., an Arizona corp not authorized
to transact business in Florida
MIDATLANTIC 401(K) SERVICES, INC., a Virginia corporation not authorized to
transact business in Florida

INTO

WESTERN PENSION SERVICE CORPORATION, a California entity not
qualified in Florida.

File date: December 19, 2001, effective December 31, 2001

Corporate Specialist: Annette Ramsey

Account number: FCA000000005

Amount charged: 210.00

EFFECTIVE DATE
12/31/01

FILED
01 DEC 19 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

MERGING

**BMC Consultants, Inc., a Colorado corporation
Ceridian Retirement Plan Services, Inc., a Florida corporation
Charing Company, Inc., a Wisconsin corporation
Matthews, Malone & Associates, Ltd., an Arizona corporation
and
MidAtlantic 401(K) Services, Inc., a Virginia corporation**

WITH AND INTO

Western Pension Service Corporation, a California corporation

Pursuant to Section 607.1105 of the Florida Business Corporation Act governing the merger of a domestic corporation authorized by law to issue shares with and into a foreign corporation authorized by law to issue shares, the corporations hereinafter named do hereby submit the following articles of merger:

FIRST: The respective names of the corporations proposed to merge, and the respective names of the States under the laws of which they are organized, are: BMC Consultants, Inc., a Colorado corporation; Ceridian Retirement Plan Services, Inc., a Florida corporation; Charing Company, Inc., a Wisconsin corporation; Matthews, Malone & Associates, Ltd., an Arizona corporation; MidAtlantic 401(K) Services, Inc., a Virginia corporation (hereinafter collectively referred to as the "Constituent Corporations"); and Western Pension Service Corporation, a California corporation (hereinafter referred to as the "Surviving Corporation").

SECOND: Annexed hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging the Constituent Corporations with and into the Surviving Corporation.

THIRD: The Plan of Merger was approved and adopted by the Written Consent of the sole member of the Board of Directors of each of Constituent Corporations and the Surviving Corporation on December 7, 2001, in accordance with, and in the manner prescribed by, their Articles of Incorporation, Bylaws, and applicable law.

FOURTH: The Plan of Merger was approved and adopted by the Written Consent of the sole shareholder of each of Constituent Corporations and the Surviving Corporation on December 7, 2001, in accordance with, and in the manner prescribed by, their Articles of Incorporation, Bylaws, and applicable law.

FIFTH: The merger is permitted by the laws of the respective states under whose law each of the Surviving Corporation and the Constituent Corporations is incorporated

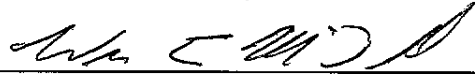
and the merger of the Constituent Corporations with and into the Surviving Corporation is in compliance with the laws of each such jurisdiction.

SIXTH: The merger shall become effective as of the close of business on December 31, 2001.


IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed by their respective authorized officers as of this 11th day of December, 2001.

"Constituent Corporations":

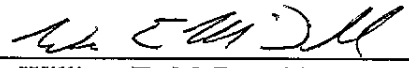
BMC CONSULTANTS, INC.

By: 
Name: William E. McDonald
Title: Vice President and Secretary


CERIDIAN RETIREMENT PLAN SERVICES, INC.

By: 
Name: William E. McDonald
Title: Vice President and Secretary

CHARING COMPANY, INC

By: 
Name: William E. McDonald
Title: Vice President and Secretary

MATTHEWS, MALONE & ASSOCIATES, LTD.

By: 
Name: A. Reid Shaw
Title: Vice President and Assistant Secretary

MIDATLANTIC 401(K) SERVICES, INC.

By: A. Reid Shaw
Name: A. Reid Shaw
Title: Vice President and Assistant Secretary

"Surviving Corporation":

**WESTERN PENSION SERVICE
CORPORATION**

By: A. Reid Shaw
Name: A. Reid Shaw
Title: Vice President and Assistant Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

BY AND AMONG

**BMC CONSULTANTS, INC., a Colorado corporation,
CERIDIAN RETIREMENT PLAN SERVICES, INC., a Florida corporation,
CHARING COMPANY, INC., a Wisconsin corporation,
MATTHEWS, MALONE & ASSOCIATES, LTD., an Arizona corporation
and
MIDATLANTIC 401(K) SERVICES, INC., a Virginia corporation**

AND

**WESTERN PENSION SERVICE CORPORATION,
a California corporation**

AGREEMENT AND PLAN OF MERGER entered into as of December 10, 2001 by and among BMC Consultants, Inc., Ceridian Retirement Plan Services, Inc., Charing Company, Inc., Matthews, Malone & Associates, Ltd., an Arizona corporation, and MidAtlantic 401(K) Services, Inc. and Western Pension Service Corporation, as approved by the Board of Directors and sole shareholder of each of said corporations:

1. BMC Consultants, Inc., a Colorado corporation, Ceridian Retirement Plan Services, Inc., a Florida corporation, Charing Company, Inc., a Wisconsin corporation, Matthews, Malone & Associates, Ltd., an Arizona corporation, and MidAtlantic 401(K) Services, Inc., a Virginia corporation (hereinafter each referred to as a "Constituent Corporation"), shall be merged (the "Merger") with and into Western Pension Service Corporation, a California corporation (the "Surviving Corporation"). The laws of the respective jurisdictions of incorporation of the Constituent Corporations permit the merger of business corporations of said jurisdictions with and into a business corporation of another jurisdiction.

2. The separate existences of the Constituent Corporations shall cease upon the Effective Date (as hereinafter defined) of the Merger in accordance with the provisions of the laws of the jurisdictions of incorporations of said corporations.

3. Immediately effective upon the Merger, Article I of the Articles of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as follows:

"The name of this corporation shall be Ceridian Retirement Plan Services, Inc."

4. The Articles of Incorporation of the Surviving Corporation upon the Effective Date of the Merger in the State of California, as amended as provided herein,

shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.

5. The bylaws of the Surviving Corporation upon the Effective Date of the Merger in the State of California shall be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.

6. The directors and officers of the Surviving Corporation in office upon the Effective Date of the Merger in the State of California shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation and in the manner prescribed by the provisions of the General Corporation Law of the State of California.

7. Each issued share of the Constituent Corporations shall, upon the Effective Date of the Merger, be automatically cancelled without any further action on the part of such Constituent Corporations. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

8. In the event that the Merger herein provided for shall have been fully authorized in accordance with the provisions of the laws of the jurisdictions of incorporation of the Constituent Corporations and in accordance with the provisions of the General Corporation Law of the State of California, the Constituent Corporations and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Colorado, Florida, Wisconsin, Arizona and Virginia and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

9. The Board of Directors and the proper officers of the Constituent Corporations and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.

10. The Merger herein provided for shall become effective as of the close of business on December 31, 2001 (the "Effective Date").

Executed as of this 10th day of
December, 2001.

WESTERN PENSION SERVICE
CORPORATION
(a California Corporation)

By: /s/ James Jarvis
James Jarvis
President

By: /s/ William E. McDonald
William E. McDonald
Secretary

Executed as of this 10th day of
December, 2001.

BMC CONSULTANTS, INC.
(a Colorado Corporation)

By: /s/ James Jarvis
James Jarvis
President

By: /s/ William E. McDonald
William E. McDonald
Secretary

Executed as of this 10th day of
December, 2001.

CERIDIAN RETIREMENT PLAN
SERVICES, INC.
(a Florida Corporation)

By: /s/ James Jarvis
James Jarvis
President

By: /s/ William E. McDonald
William E. McDonald
Secretary

Executed as of this 10th day of
December, 2001.

CHARING COMPANY, INC.
(a Wisconsin Corporation)

By: /s/ James Jarvis
James Jarvis
President

By: /s/ William E. McDonald
William E. McDonald
Secretary

Executed as of this 10th day of
December, 2001.

MATTHEWS, MALONE &
ASSOCIATES, LTD.
(an Arizona Corporation)

By: /s/ James Jarvis
James Jarvis
President

By: /s/ William E. McDonald
William E. McDonald
Secretary

Executed as of this 10th day of
December, 2001.

MIDATLANTIC 401(K) SERVICES,
INC. (a Virginia Corporation)

By: /s/ James Jarvis
James Jarvis
President

By: /s/ William E. McDonald
William E. McDonald
Secretary