

547480

(Requestor's Name)

(Address)

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☐ PICK-UP

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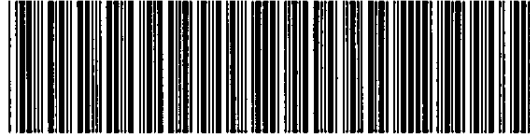
(Business Entity Name)

(Document Number)

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03/04/15--01015--015 **35.00

02/03/15--01003--019 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 FEB -3 AM 9:35

CL.
3-5-15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 5, 2015

NANDU THONDAVADI, CEO / QUADRANT 4 SYSTEM CORPORATION
2850 GOLF ROAD SUITE 405
ROLLING MEADOWS, IL 60008 US

SUBJECT: BRAINCHILD CORPORATION
Ref. Number: S47480

We have received your document for BRAINCHILD CORPORATION and check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

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

Carolyn Lewis
Regulatory Specialist II

Letter Number: 215A00002370

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Quadrant 4 System Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Nandu Thondavadi, CEO

Contact Person

Quadrant 4 System Corporation

Firm/Company

2850 Golf Road, Suite 405

Address

Rolling Meadows, IL 60008

City/State and Zip Code

nandu.thondavadi@qfor.com

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

For further information concerning this matter, please call:

Nandu Thondavadi, CEO

Name of Contact Person

At (847)

567 4505

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

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DIVISION OF CORPORATIONS

15 FEB -3 AM 9:35

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)
Quadrant 4 System Corporation	Illinois	6898-063-1

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Brainchild Corporation	Florida	S47480

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 / / (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 December 31, 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 December 31, 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)

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Typed or Printed Name of Individual & Title

Nandu Thondavadi, President & CEO

Nandu Thondavadi, President

PLAN OF MERGER
(Non Subsidiaries)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 FEB -3 AM 9:35

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Quadrant 4 System Corporation</u>	<u>Illinois</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Brainchild Corporation</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

Upon the effective date, the Merging Corporation shall merge into the Surviving Corporation. For accounting purposes, the merger will be effective from January 1, 2015.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

each share of Brainchild Corporation, the merging corporation, shall be exchanged for one
(1) new share, on a one for one basis, of Quadrant 4 System Corporation, the surviving corporation.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
None

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

None