

PASSPORT

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

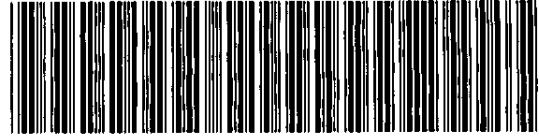
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

APP 4/1

Office Use Only



700283497477

FILED
16 MAR 22 AM 9:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA


RECEIVED
SECRETARY OF STATE
16 MAR 22 AM 11:24

Mr. White

MAR 23 2016

R. WHITE

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 072135 4353770
AUTHORIZATION : 
COST LIMIT : \$70.00

ORDER DATE : March 21, 2016
ORDER TIME : 8:50 AM
ORDER NO. : 072135-005
CUSTOMER NO: 4353770

ARTICLES OF MERGER

COPYSOURCE INCORPORATED

INTO

KONICA MINOLTA BUSINESS
SOLUTIONS U.S.A., INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

FILED
16 MAR 22 AM 9:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Konica Minolta Business Solutions U.S.A., Inc.	New York	Corporation
CopySource Incorporated	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Konica Minolta Business Solutions U.S.A.,	New York	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

_____ April 1, 2011 _____

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Konica Minolta Business Solutions U.S.A., Inc.

100 Williams Drive

Ramsey, NJ 07446

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Konica Minolta Business Solutions U.S.A., Inc.	New York	Corporation
CopySource Incorporated	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Konica Minolta Business Solutions U.S.A.,	New York	Corporation

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

Konica Minolta and CopySource shall be merged with and into a single corporation, to wit, Konica Minolta

which shall be the surviving corporation upon the effective date of the merger

and which shall continue to exist as said surviving corporation under its present name pursuant

to the provisions of the New York Business Corporation Law. The separate existence of

Copysource shall cease upon the effective date of the merger in accordance with the

provisions of the Florida Business Corporations Act.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each issued share of Copysource shall not be converted in any manner, but each said share which is issued
as of the effective date of the merger shall be surrendered and extinguished without consideration.

The issued shares of Konica Minolta shall not be converted in any manner, but each share which is issued
as of the effective date of the merger shall continue to represent one issued share of Konica Minolta.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

not applicable

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

not applicable

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

not applicable.

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The By-laws of Konica Minolta upon the effective date of the merger will be the By-laws of CopySource

and will continue in full force and effect until changed, altered, or amended as therein provided and

in the manner prescribed by the provisions of the New York Business Corporation Law.

The directors and officers in office of Konica Minolta upon the effective date of the merger shall be the

members of the first Board of Directors and the first officers of the surviving corporation, all of whom

shall hold their directorships and offices until the election and qualification of their respective successors

or until their tenure is otherwise terminated in accordance with the By-laws of Konica Minolta.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

See attached full plan of merger as adopted by Board of Directors of both corporations.

(Attach additional sheet if necessary)

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER approved effective April 1, 2016 by Konica Minolta Business Solutions U.S.A., Inc. (hereinafter "KMBS"), a business corporation organized under the laws of the State of New York, and by its Board of Directors on said date, and approved effective April 1, 2016 by Copysource Incorporated (hereinafter "Copysource"), a business corporation organized under the laws of the State of Florida, and by its Board of Directors on said date.

1. **KMBS and Copysource shall, pursuant to the provisions of the Business Corporation Law of the State of New York and the provisions of the Florida Business Corporations Act, be merged with and into a single corporation, to wit, KMBS, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation" and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the New York Business Corporation Law. The separate existence of Copysource shall cease upon the effective date of the merger in accordance with the provisions of the Florida Business Corporations Act.**

2. **The Certificate of Incorporation of KMBS upon the effective date of the merger shall be the Certificate of Incorporation of said Surviving Corporation and said Certificate of Incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the New York Business Corporation Law.**

3. **The By-laws of KMBS upon the effective date of the merger will be the By-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New York Business Corporation Law.**

4. **The directors and officers in office of KMBS upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the Surviving Corporation.**

5. **Each issued share of Copysource shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished without consideration.**

6. **The issued shares of KMBS shall not be converted in any manner, but each share which is issued as of the effective date of the merger shall continue to represent one issued share of KMBS.**

7. The Plan and Agreement of Merger herein made and approved shall be submitted to the shareholder of Copysource for approval or rejection in the manner prescribed by the provisions of the Florida Business Corporations Act and to the shareholder of KMBS for its approval or rejection in the manner prescribed by the provisions of the New York Business Corporation Law.

8. In the event that the Plan and Agreement of Merger has been approved by the shareholder of KMBS and the shareholder of Copysource and authorized by its duly adopted resolutions, KMBS and Copysource hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Laws of the State of New York and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors, proper officers of KMBS and Copysource 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 the merger herein provided for.

10. The effective date of the merger herein provided shall be April, 1 2016.

11. The merger may be abandoned at any time prior to the time the merger shall become effective. Such abandonment must be approved by the shareholder of either KMBS or Copysource in the manner prescribed by the laws of the jurisdiction of organization of the corporation authorizing the abandonment.

