



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

ARTICLES OF MERGER - Ch. 181
THE MOORING PROGRAMS, INCORPORATED

Received Date: 12/8/2017

Filed Date: 12/14/2017

Filing Fee: \$150.00

Entity ID#: 6C14098

Total Fee: \$150.00

1 of 2 with Restated
Merges: STEP INDUSTRIES, INC. (06 6S23436)
Into: THE MOORING PROGRAMS, INCORPORATED (06 6C14098)
Delayed effective date: January 1, 2018

3. Indicate below if the surviving entity is an indirect wholly owned subsidiary or parent:

The surviving entity is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

The surviving entity is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

4. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104, 181.1103, 181.1104 and 183.1202, if applicable.

CONTINGENCY STATEMENT – The surviving entity of this merger is a domestic or foreign **nonstock** corporation. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103(2)(c).

The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.

The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against

(Append or attach the **PLAN OF MERGER**, (Optional Plan of Merger template on Pages 3 & 4)

5. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 1/1/2018 (date) at 12:01 am (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 178.0114, 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

6. Executed on November 27, 2017 (date) by the surviving entity on behalf of all parties to the merger.


(Signature)

Mark (X) below the title of the person executing the document.

For a **corporation**

Title: President OR Secretary or other officer title _____

Michael Frisch
(Printed Name)

For a **limited liability company**

Title: Member OR Manager

For a **limited partnership/general partnership/limited liability partnership**

Title: General Partner Partner

This document was drafted by: Attorney Kathryn M. Blom, Epiphany Law, LLC
(Name the individual who drafted the document)

PLAN OF MERGER
BETWEEN MOORING PROGRAMS, INCORPORATED AND
STEP INDUSTRIES, INC.

Dated 11/27/2017

- The Parties to Merger are:
 - Mooring Programs, Incorporated, a Wisconsin nonstock corporation.
 - Step Industries, Inc., a Wisconsin nonstock corporation.

- The Terms of Merger are as follows:
 - The Effective Date: 12:01 am on January 1, 2018.

 - On Effective Date, all rights and assets, and all obligations and liabilities, of Step will become rights, assets, obligations, and liabilities of Mooring.

 - Surviving Entity: Mooring Programs, Incorporated, a Wisconsin nonstock corporation.

 - Governing Documents of Surviving Entity
 - The Board will adopt Restated Articles of Incorporation of Mooring Programs, Incorporated.
 - The Board will adopt Restated Bylaws of Mooring Programs, Incorporated.

 - The Board will consist of existing Mooring Directors and the Step Directors not already on the Mooring Board will be appointed as Directors of Mooring Programs, Incorporated.

 - The Executive teams of both organizations conducted due diligence and this Plan will be supplemented by an Agreement Supplementing Plan of Merger containing appropriate representations and warranties appropriate for a transaction of this nature.

 - All employees of Step will become employees of Mooring. The Executive team has and will handle employee benefits and other employment-related matters to facilitate a smooth transition.

- Upon approval of this Plan of Merger, the President of Mooring Programs, Incorporated shall be directed to file Articles of Merger with the Wisconsin Department of Institutions.

ARTICLES OF MERGER

Kathryn M. Blom
 Epiphany Law, LLC
 4211 N. Lightning Drive
 Appleton, WI 54913

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▲ Enter your return address within the bracket above.
 Phone number during the day:

INSTRUCTIONS (Ref. Sec. 178.1123, 179.77, 180.11045, 180.1105, 181.1105, and 183.1204, Wis. Stats. for document content)

<p>Please use BLACK ink. Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 178.0108, 179.14(1g)(c), 180.0103(16), 181.0103(23) or 183.0107(1g)(c).</p>		
<p>Mailing Address: State of WI – Dept. of Financial Institutions Box 93348 Milwaukee WI 53293-0348</p>	<p>Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave – Suite 300 Madison WI 53703</p>	<p>Phone: 608-261-7577 TTY: 711</p>

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 178.0102(4t) (5) & (6), 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
2. Enter the company name, type of entity, and state of organization of the surviving entity.
3. Indicate whether or not the surviving entity is a Domestic or Foreign Corporation that is an indirect wholly owned subsidiary or parent. See sec. 180.11045(1)(b), Wis. Stats. for definition.
4. This Article states the manner in which the Plan of Merger was approved. If the surviving entity is a domestic or foreign nonstock corporation, complete the CONTINGENCY STATEMENT. Append or attach the Plan of Merger. A Plan of Merger template is available on pages 3 & 4. Its use is optional.
5. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
6. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.