

P01000000709

(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:

Office Use Only



400009152524

FILED

02 NOV 25 PM 2:42

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 NOV 25 PM 1:19

DIVISION OF CORPORATION

12/6/02
merger
spayne

ARTICLES OF MERGER
Merger Sheet

MERGING:

867 CORPORATION, P01000000709, a Florida corp.

INTO

867 CORPORATION. a Delaware entity not qualified in Florida

File date: November 25, 2002

Corporate Specialist: Susan Payne

Account number: FCA000000005

Amount charged: 78.75

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE:
(Sub Account)

2036775 ~~20~~ -1

DATE:

11/25

REQUESTOR NAME:

Lexis Document Services

ADDRESS:

TELEPHONE:

() () ext ()

CONTACT NAME:

CORPORATION NAME:

867 Corporation (into)

"

"

(Delaware Corp.)

DOCUMENT NUMBER:
(if applicable)

AUTHORIZATION:

Cynthia J. Woodyard

Merger

☒ CERTIFIED COPY (1-9)

☐ CERTIFICATE OF STATUS (1-9)

☐ PLAIN STAMPED COPY

() Call When Ready
() Walk In
() Mail Out

() Call if Problem
() Will Wait

() After 4:30
() Pick Up



OK File

FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 26, 2002

Lexis Document Services
Attn: Cindy
Tallahassee, FL

SUBJECT: 867 CORPORATION
Ref. Number: P01000000709

*Corrected
Thanks
Please back date
if possible
Thank you*

We have received your document for 867 CORPORATION and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 802A00063581

RECEIVED
02 DEC -6 PM 1:40
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
867 Corporation	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
867 Corporation	Delaware	
867 Corporation	Florida	P01000000709

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 in the future.)

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
October 30, 2002 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
October 30, 2002 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
02 NOV 25 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

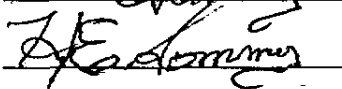
Typed or Printed Name of Individual & Title

867 Corporation (DE)



Howard E. Sommer, President

867 Corporation (FL)



Howard E. Sommer, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. 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>
867 Corporation	Delaware

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
867 Corporation	Delaware
867 Corporation	Florida

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

See Attachment #1

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:

See Attachment #2

(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 as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER

867 CORPORATION

The terms and conditions of the merger are as follows:

1. As of the Effective Time (as hereinafter defined), 867 Corporation, a Florida Corporation ("867 Florida"), shall merge into 867 Corporation, a Delaware Corporation ("867 Delaware"), and 867 Delaware shall continue as the surviving entity under the name "867 Corporation", subject to the laws of the State of Delaware. The merger shall have the effect provided under the laws of the State of Delaware ("Delaware Law").

2. The merger shall be authorized in such a manner as the laws of the State of Delaware may prescribe.

3. The Articles of Incorporation of 867 Delaware, as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the surviving entity on and after the Effective Time until it is further amended or repealed in accordance with applicable law and the Articles of Incorporation of the surviving entity.

4. The by-laws of 867 Florida, as in effect immediately prior to the Effective Time, are hereby adopted by the shareholders and Board of Directors of 867 Delaware and shall remain in effect after the Effective Time until the by-laws are amended or repealed in accordance with applicable law and the Articles of Incorporation.

5. The shareholders and Board of Directors of 867 Florida immediately prior to the Effective Time shall be the shareholders and Board of Directors of 867 Delaware in accordance with applicable law, the Articles of Incorporation and by-laws.

6. If this Plan of Merger is not terminated and abandoned pursuant to Section 7, then the following actions shall be taken to effect the Merger:

(i) a Certificate of Merger shall be executed and filed in accordance with the laws of the State of Florida and the laws of the State of Delaware; and

(ii) 867 Florida and 867 Delaware shall do all other acts and things as shall be necessary or desirable to effect the merger.

The merger shall become effective as soon as it is filed with the Delaware Secretary of State and the Florida Secretary of State (the "Effective Time").

7. At any time prior to the filing of the merger documents in Delaware and in Florida, this Plan of Merger may be terminated and the merger may be abandoned by either the shareholders or Board of Directors of 867 Florida or the shareholders or Board of Directors of 867 Delaware.

8. This Plan of Merger may be amended, modified or supplemented by the shareholders and Board of Directors of 867 Florida and the shareholders and Board of Directors of 867 Delaware at any time prior to filing the merger documents in Florida or Delaware; provided that an amendment made following approval of this Plan of Merger by the shareholders and Board of Directors of 867 Florida and shareholders and Board of Directors of 867 Delaware shall not (i) alter or change the amount or kind of interest, securities, cash, property, consideration and/or rights to be received in exchange for or upon conversion of all or any of the interests thereof of such constituent company, (ii) alter or change any term of the Articles of Incorporation of the surviving entity to be effected by the merger, or (iii) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of any interests thereof of 867 Florida or 867 Delaware.

9. The surviving entity shall pay all expenses incurred in connection with this Plan of Merger.

10. If, at any time after the Effective Time, the surviving entity, its successors or assigns determines that any documentation, action or things are necessary or desirable to carry out the purposes of the Plan of Merger or to vest the surviving entity with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, franchises and authority of each of 867 Florida or 867 Delaware, the officers of the surviving entity shall be authorized to execute and deliver, in the name and on behalf of either constituent company or otherwise, all such documentation, and to take and do, in the name and on behalf of either 867 Florida or 867 Delaware or otherwise, all such other actions and things.

11. This Plan of Merger shall be governed by and interpreted in accordance with the laws of the State of Delaware.

Attachment #1

PLAN OF MERGER

867 CORPORATION

The terms and conditions of the merger are as follows:

1. As of the Effective Time (as hereinafter defined), 867 Corporation, a Florida Corporation ("867 Florida"), shall merge into 867 Corporation, a Delaware Corporation ("867 Delaware"), and 867 Delaware shall continue as the surviving entity under the name "867 Corporation", subject to the laws of the State of Delaware. The merger shall have the effect provided under the laws of the State of Delaware ("Delaware Law").
2. The merger shall be authorized in such a manner as the laws of the State of Delaware may prescribe.
3. The Articles of Incorporation of 867 Delaware, as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the surviving entity on and after the Effective Time until it is further amended or repealed in accordance with applicable law and the Articles of Incorporation of the surviving entity.
4. The by-laws of 867 Florida, as in effect immediately prior to the Effective Time, are hereby adopted by the shareholders and Board of Directors of 867 Delaware and shall remain in effect after the Effective Time until the by-laws are amended or repealed in accordance with applicable law and the Articles of Incorporation.
5. The shareholders and Board of Directors of 867 Florida immediately prior to the Effective Time shall be the shareholders and Board of Directors of 867 Delaware in accordance with applicable law, the Articles of Incorporation and by-laws.
6. If this Plan of Merger is not terminated and abandoned pursuant to Section 7, then the following actions shall be taken to effect the Merger:
 - (i) a Certificate of Merger shall be executed and filed in accordance with the laws of the State of Florida and the laws of the State of Delaware; and
 - (ii) 867 Florida and 867 Delaware shall do all other acts and things as shall be necessary or desirable to effect the merger.

The merger shall become effective as soon as it is filed with the Delaware Secretary of State and the Florida Secretary of State (the "Effective Time").

7. At any time prior to the filing of the merger documents in Delaware and in Florida, this Plan of Merger may be terminated and the merger may be abandoned by either the

shareholders or Board of Directors of 867 Florida or the shareholders or Board of Directors 867 Delaware.

8. This Plan of Merger may be amended, modified or supplemented by the shareholders and Board of Directors of 867 Florida and the shareholders and Board of Directors of 867 Delaware at any time prior to filing the merger documents in Florida or Delaware; provided that an amendment made following approval of this Plan of Merger by the shareholders and Board of Directors of 867 Florida and shareholders and Board of Directors of 867 Delaware shall not (i) alter or change the amount of kind of interest, securities, cash, property, consideration and/or rights to be received in exchange for or upon conversion of all or any of the interests thereof of such constituent company, (ii) alter or change any term of the Articles of Incorporation of the surviving entity to be effected by the merger, or (iii) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of any interests thereof of 867 Florida or 867 Delaware.

9. The surviving entity shall pay all expenses incurred in connection with this Plan of Merger.

10. If, at any time after the Effective Time, the surviving entity, its successors or assigns determines that any documentation, action or things are necessary or desirable to carry out the purposes of the Plan of Merger or to vest the surviving entity with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, franchises and authority of each of 867 Florida or 867 Delaware, the officers of the surviving entity shall be authorized to execute and deliver, in the name and on behalf of either constituent company or otherwise, all such documentation, and to take and do, in the name an on behalf of either 867 Florida or 867 Delaware or otherwise, all such other actions and things.

11. This Plan of Merger shall be governed by and interpreted in accordance with the laws of the State of Delaware.

Attachment #2

Each shareholder's interest in the surviving entity shall be the same as that shareholder's interest in the merged party and in order to effect the foregoing each interest in the merged party is cancelled and replaced with an equivalent interest in the surviving entity.