

K70207

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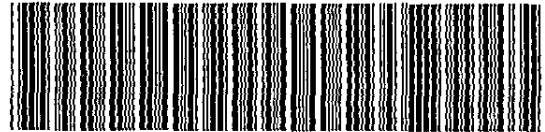
(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☐

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*Merger
T. Lewis*

11/23/05--01023--001 **45.00

11/23/05--01023--002 **33.75

FILED
05 NOV 23 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FL 32399

BALDWIN & MORRISON, P. A.

ATTORNEYS & COUNSELLORS AT LAW

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November 8, 2005

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger

Ladies/Gentlemen:

Enclosed for filing please find Articles of Merger of Canterbury Concepts, Inc. into Robach, Inc., together with our firm check in the amount of \$33.75 for your fee for filing (\$25) and a certified copy (\$8.75).

Thank you for your attention to this request.

Sincerely,


William H. Morrison

WHM/lk
Enclosures



RECEIVED NOV 18 2005

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 15, 2005

WILLIAM H. MORRISON, ESQ.
BALDWIN & MORRISON, P.A.
7100 SOUTH U.S. HIGHWAY 17-92
FERN PARK, FL 32730-2092

SUBJECT: ROBACH, INC.
Ref. Number: K70207

We have received your document for ROBACH, INC. and check(s) totaling \$33.75. However, your check(s) and document are being returned for the following:

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 705A00067689

*Enclosed is addl check for
\$45.00.*

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05 NOV 23 PM 4: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

CANTERBURY CONCEPTS, INC., a Florida corporation

INTO

ROBACH, INC., a Florida corporation

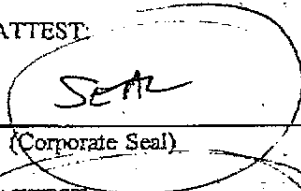
ARTICLES OF MERGER between CANTERBURY CONCEPTS, INC., a Florida corporation ("CANTERBURY") and ROBACH, INC., a Florida corporation ("ROBACH").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), BEVERLY HOLSOMBACH adopt the following Articles of Merger:

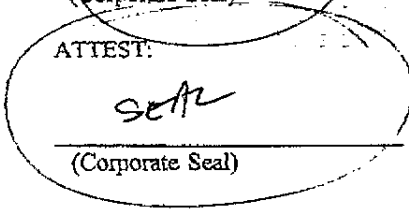
1. The Agreement and Plan of Merger dated December 31, 2005 ("Plan of Merger") between CANTERBURY and ROBACH was approved and adopted by the shareholder of CANTERBURY on December 31, 2005 and was adopted by the shareholder of ROBACH on December 31, 2005.
2. Under the Plan of Merger, all issued and outstanding shares of BEVERLY HOLSOMBACH's stock will be acquired by means of a merger of CANTERBURY into ROBACH with ROBACH the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on 10/31, 2005.

ATTEST:


(Corporate Seal)

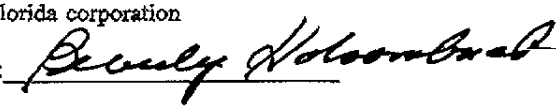
ATTEST:


(Corporate Seal)

CANTERBURY CONCEPTS, INC.
a Florida corporation

By: 
BEVERLY HOLSOMBACH

ROBACH, INC.
a Florida corporation

By: 

PLAN OF MERGER

Merger between ROBACH, INC., (the "Surviving Corp") and CANTERBURY CONCEPTS, INC., (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corp., in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. **Distribution of Shareholders of the Constituent Corporations.** On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at the time shall without more be converted into and exchanged for 100 shares of ROBACH, INC. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. **Satisfaction of Rights of Disappearing Corp. Shareholders.** All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Fractional Shares.** Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock who would be entitled to receive fractional shares of Surviving Corp.'s stock on the Effective Date shall receive cash in an amount determined as follows:

NONE.

5. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. **Supplemental Action.** If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. **Filing with the Florida Secretary of State and Effective Date.** On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles, as specified herein.

8. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. **Termination.** At any time before the Effective Date (whether before or after filing of Articles of Merger), the Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.