

P14000006833

(Requestor's Name)

(Address)

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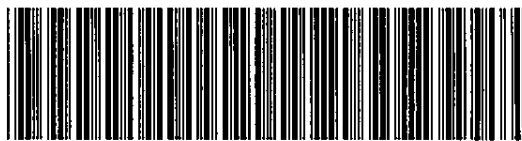
(Business Entity Name)

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16 JUL 21 PM 4:03

merger
AUG 06 2014
R. WHITE

Staub Anderson

ATTORNEYS AT LAW

MARY GRACE STAUB
mgstaub@staubanderson.com

July 18, 2014

Sent via FedEx

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: ARTICLES OF MERGER
DKPJ CORP.

Dear Amendment Section:

Enclosed are the completed Articles of Merger and fee to be submitted for filing. DKPJ Corp. (file number P1400016833) will be the surviving corporation. Attached is the Plan of Merger which has been drafted by our office.

Please return all correspondence concerning this matter to the following:

David Staub
Staub Anderson LLC
55 W. Monroe St. Ste 1925
Chicago, IL 60603

For further information please contact:

David Staub
(312) 345 - 0545
dstaub@staubanderson.com

If you have any questions or concerns regarding this matter, please feel free to contact our office at your convenience.

Very truly yours,

STAUB ANDERSON LLC



Mary Grace Staub

MGS/
Enclosure

ARTICLES OF MERGER

(Profit Corporations)

14 JUL 21 PM 4:03

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)
DKPJ Corp.	Florida	P1400016833

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DKP Corp.	Illinois	56543058

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
July 18, 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
July 18, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

DKPJ Corp.

Jean H. Regan

Jean Regan, Secretary

DKP Corp.

Jean H. Regan

Jean Regan, Secretary

PLAN OF MERGER

PLAN OF MERGER dated July 18, 2014, by and between DKP CORP., an Illinois corporation ("Oldco") and DKPJ CORP., a Florida corporation ("Newco").

RECITALS:

A. Newco (sometimes referred to as the "Surviving Corporation") has been formed by Oldco solely for the purpose of reincorporating the business and assets of Oldco in Florida in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

B. The authorized capital stock of Oldco consists of 1,000 shares of Common Stock with no par value (hereinafter called "Oldco Common Stock"), of which 100 shares are issued and outstanding; and

C. The authorized capital stock of Newco consists of 1,000 shares of Common Stock with no par value (hereinafter called "Newco Common Stock") of which 100 shares issued and outstanding, all of which is issued to Oldco.

PLAN OF MERGER:

1. Merger. On the Effective Date (defined below), Oldco shall be merged into Newco (hereinafter called "Merger").
2. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be DKPJ CORP., incorporated under the laws of the State of Florida.
3. Articles of Incorporation. The Articles of Incorporation of Newco as in effect on the date of this Plan of Merger shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.
4. Bylaws. The Bylaws of Newco as in effect on the date of this Plan of Merger shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.
5. Status and Conversion of Common Stock. Each share of Oldco common stock issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder of such stock, be converted at the Effective Date into one fully paid share of Newco common stock. The outstanding certificates representing shares of Oldco common stock shall thereafter represent shares of Newco common stock. Such certificates may, but need not be, exchanged by the holders after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of Newco. All issued and outstanding shares of Newco common stock held by Oldco immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.
6. Effect of Merger. On the Effective Date, the separate existence of Oldco shall cease. Newco, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, and be subject to all the restrictions, disabilities, and duties of Oldco. Title to any real estate vested by deed or otherwise, under the laws of Illinois and Florida or any other jurisdiction, in Oldco, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Oldco shall be preserved unimpaired, and all debts, liabilities, and duties of Oldco shall thenceforth attach to the Surviving

Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the officers of the Surviving Corporation, may, in the name of Oldco, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Oldco's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

7. Effective Date. The Merger shall be effective upon the filing of Articles of Merger in the offices of the Secretary of State of Illinois and the Department of State of Florida

8. Termination. This Plan of Merger and the proposed Merger may be abandoned at any time before the Effective Date of the Merger, whether before or after approval of this by the shareholders of Oldco, if the Board of Directors of Oldco and of Newco duly adopt a resolution abandoning this Plan of Merger.