

GIP/13

(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



700111148687

12-02-07

10/11/07--01045--001 **78.75

Melinda

FILED
07 NOV - 1 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts NOV - 2 2007



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2007

JILL BISPALA
HOMESERVICES OF AMERICA, INC.
333 SOUTH 7TH ST 27TH FL
MINNEAPOLIS, MN 55003

SUBJECT: E-W-M REFERRAL SERVICES, INC.
Ref. Number: G18113

*Did we pay too much?
Check should have been
\$78.75
Thanks—*

78.75
We have received your document for E-W-M REFERRAL SERVICES, INC. and your check(s) totaling ~~\$157.50~~ *78.75*. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears that you completed the wrong form.

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 807A00061128

RECEIVED
07 NOV - 1 AM 8:00
DIVISION OF CORPORATIONS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: E-W-M Referral Services, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jill Bispala
(Contact Person)

HomeServices of America, Inc.
(Firm/Company)

333 South 7th Street, 27th Floor
(Address)

Minneapolis, MN 55003
(City/State and Zip Code)

For further information concerning this matter, please call:

Jill Bispala At (612) 336-5075
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

11-02-07

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)
E-W-M Referral Services, Inc.	Florida	G18113

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Miami Referral Services, Inc.	Florida	S11032
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
07 NOV - 1 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 12 / 02 / 2007 (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 07/24/2007 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 07/24/2007 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

E-W-M Referral Services, Inc.

Dana D. Strandmo, Secretary

Miami Referral Services, Inc.

Dana D. Strandmo, Secretary

Age Group	No answer	Don't know	No	Yes	Strongly yes
18-24	10	10	10	50	20
25-34	10	10	10	50	20
35-44	10	10	10	50	20
45-54	10	10	10	50	20
55-64	10	10	10	50	20
65-74	10	10	10	50	20
75-84	10	10	10	50	20
85+	10	10	10	50	20

© 2006 The Authors
Journal compilation © 2006 Blackwell Publishing Ltd

Source: U.S. Census Bureau, *Marriage, Divorce, Remarriage in the 1990s*, Table 1.1.

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034 1035 1036 1037 1038 1039 1040 1

© 2006 The Authors
Journal compilation © 2006 Blackwell Publishing Ltd

© 2006 The Authors
Journal compilation © 2006 Blackwell Publishing Ltd

[illegible]

© 2006 The Authors
Journal compilation © 2006 Blackwell Publishing Ltd

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is made to be effective as of the 2nd day of December, 2007, by and between E-W-M REFERRAL SERVICES, INC., a Florida corporation (the "Surviving Company"), and MIAMI REFERRAL SERVICES, INC., a Florida corporation (the "Merging Company"), pursuant to the provisions of the Florida Business Corporation Act (the "FBCA").

RECITALS

A. All of the capital stock of the Surviving Company is owned by Esslinger-Wooten-Maxwell, Inc.

B. All of the capital stock of the Merging Company is owned by Esslinger-Wooten-Maxwell, Inc.

C. The board of directors and sole shareholder of each of the Surviving Company and the Merging Company have determined that it is advisable and in the best interests of the Surviving Company and the Merging Company (collectively, the "Constituent Companies") that the Merging Company be merged with and into the Surviving Company upon the terms and subject to the conditions set forth in this Plan and in accordance with the FBCA.

F. The board of directors and sole shareholder of each of the Surviving Company and the Merging Company have approved and adopted this Plan.

AGREEMENTS

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the merger, the parties agree as follows:

ARTICLE 1 - DESCRIPTION OF MERGER

Section 1.1 The Merger. Pursuant to the terms and provisions of this Plan and the FBCA, the Merging Company will merge with and into the Surviving Company (the "Merger").

Section 1.2 Effective Time. The effective date and time of the Merger shall be December 2, 2007 (the "Effective Time").

Section 1.3 Survival of the Merger. At the Effective Time, the separate existence of the Merging Company shall cease and the Surviving Company shall survive the Merger and continue to be a Florida corporation.

ARTICLE 2 - EFFECT OF MERGER

Section 2.1 Articles of Incorporation. On and after the Effective Time, the Articles of Incorporation of the Surviving Company, as in effect immediately prior to the Effective Time, shall constitute the Articles of Incorporation of the Surviving Company (the "Surviving Articles"), and shall not be amended in any respect by reason of this Plan, subject always to the right of the Surviving Company to amend the Surviving Articles in accordance with the laws of the State of Florida and the Surviving Articles.

Section 2.2 Bylaws. On and after the Effective Time, the Bylaws of the Surviving Company, as in effect immediately prior to the Effective Time, shall constitute the Bylaws of the Surviving Company (the "Surviving Bylaws"), and shall not be amended in any respect by reason of this Plan, subject always to the right of the Surviving Company to alter, amend or repeal the Surviving Bylaws in accordance with the laws of the State of Florida, the Surviving Articles and the Surviving Bylaws.

ARTICLE 3 - OFFICERS

Section 3.1 Officers. On and after the Effective Time, the officers of the Surviving Company in office immediately prior to the Effective Time shall continue as the officers of the Surviving Company, each to hold office subject to the laws of the State of Florida, the Surviving Articles and Surviving Bylaws until their respective successors are duly elected and qualified or their earlier death, resignation or removal.

ARTICLE 4 - CONVERSION OF SHARES

Section 4.1 Cancellation of Merging Company's Capital Stock. At the Effective Time, all of the issued and outstanding capital stock of the Merging Company shall automatically and by operation of law be cancelled, and no payment shall be made with respect thereto.

Section 4.2 Existence of Surviving Company's Capital Stock. At the Effective Time, all issued and outstanding capital stock of the Surviving Company shall be and remain issued and outstanding capital stock of the Surviving Company.

ARTICLE 5 - SUCCESSION

Section 5.1 Succession. At the Effective Time, (a) the separate corporate existence of the Merging Company shall cease and the Surviving Company shall possess all the rights, privileges and powers and be subject to all the restrictions, liabilities and duties of each of the Constituent Companies, and (b) all property (real, personal and mixed) and all debts due to each of the Constituent Companies on whatever account or belonging to each of the Constituent Companies, shall be vested in the Surviving Company as provided in the FBCA.

ARTICLE 6 - CORPORATE ACTS

Section 6.1 Corporate Acts. From and after the Effective Time, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, the "Corporate Acts") of the Merging Company, its shareholders, directors, officers, employees and agents that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the Corporate Acts of the Surviving Company.

ARTICLE 7 - FURTHER DOCUMENTS

Section 7.1 Further Documents. If at any time prior to the Effective Time the Surviving Company shall determine that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Surviving Company the title to any property or right of the Merging Company or otherwise to carry out the purposes of the Merger, the board of

directors and proper officers of the Merging Company shall execute and make all such proper assignments or assurances and take such other actions; and the board of directors and the proper officers of the Surviving Company are hereby authorized, in the name and on behalf of the Merging Company or otherwise, to do any of the foregoing.


ARTICLE 8- ABANDONMENT OF MERGER

Section 8.1 Abandonment, Amendment or Postponement of Merger. Notwithstanding anything in this Agreement to the contrary, this Agreement may, subject to Florida law, be abandoned, amended or postponed by the Board of Directors of the Surviving Company at any time before the Effective Time for any reason deemed appropriate by the Board of Directors of the Surviving Company, whether before or after any shareholder approval.


[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger
as of the date first above written.

E-W-M REFERRAL SERVICES, INC.

By 
Its Secretary

MIAMI REFERRAL SERVICES, INC.

By 
Its Secretary