

681464

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TALLAHASSEE, FLORIDA

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AUG 31 2009

J. BRYAN

SEP 14 2009

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Craig A. Smith & Associates, Inc.  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Steven G. Schwartz, Esquire

Contact Person

Schwartz & Horwitz, PLC

Firm/Company

6751 North Federal Highway, Suite 400

Address

Boca Raton, FL 33487

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

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**TALLAHASSEE, FLORIDA**

For further information concerning this matter, please call:

Steven Schwartz, Esq.

Name of Contact Person

at ( 561 )

395-4747

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 31, 2009

STEVEN G. SCHWARTZ, ESQUIRE  
SCHWARTZ & HORWITZ, PLC  
6751 NORTH FEDERAL HIGHWAY, SUITE 400  
BOCA RATON, FL 33487

SUBJECT: CRAIG A. SMITH & ASSOCIATES, INC.  
Ref. Number: 681464

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We have received your document for CRAIG A. SMITH & ASSOCIATES, INC. and your check(s) totaling \$115.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

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) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 609A00029159

**CRAIG A. SMITH & ASSOCIATES, INC.  
ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with Sections 607.1109, 608.4382 and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>Craig A. Smith &amp; Associates, Inc.</b> 7777 Glades Road, Suite 410 Boca Raton, FL 33434	Florida	Corporation
Florida Document Registration No. <u>681464</u>	FEI No. <u>59-2010476</u>	
<b>Craig A. Smith &amp; Associates Governmental Services, LLC</b> 7777 Glades Road, Suite 410 Boca Raton, FL 33434	Florida	Ltd. Liability
Florida Document Registration No. <u>L0100010681</u>	FEI No. <u>65-1130452</u>	
<b>Craig A. Smith and Associates, LLC</b> 7777 Glades Road, Suite 410 Boca Raton, FL 33434	Florida	Ltd. Liability
Florida Document Registration No. <u>L00000012594</u>	FEI No. <u>65-1052708</u>	

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>Craig A. Smith &amp; Associates, Inc.</b> 7777 Glades Road, Suite 410 Boca Raton, FL 33434	Florida	Corporation
Florida Document Registration No. <u>681464</u>	FEI No. <u>59-2010476</u>	

**THIRD:** The attached Plan of Merger meets the requirements of Sections 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Sections 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**FIFTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**SIXTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Department of State.

**SEVENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**EIGHTH:** Signatures for each party:

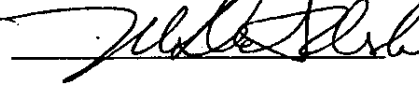
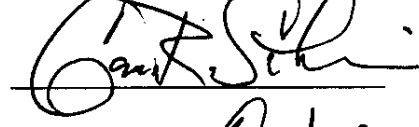
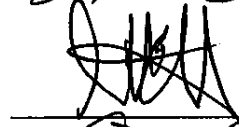
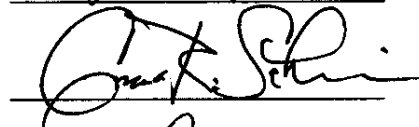
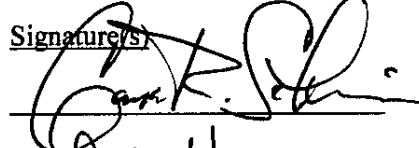
Name of Entity

Craig A. Smith  
& Associates, Inc.

Craig A. Smith &  
Assoc. Governmental  
Services, LLC

Craig A. Smith and  
Associates, LLC

Signature(s)



Typed/Printed Name

Gene R. Schriner,

Stephen C. Smith,  
Member/Manager

Gene R. Schriner,  
Member/Manager

Dale M. Milita,  
Member/Manager

Stephen C. Smith,  
Member/Manager

Gene R. Schriner,  
Member/Manager

Dale M. Milita,  
Member/Manager

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TALLAHASSEE, FLORIDA

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**CRAIG A. SMITH & ASSOCIATES, INC.  
PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with Sections 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

	<u>Name</u>	<u>Jurisdiction</u>
1.	Craig A. Smith & Associates, Inc.	Florida
2.	Craig A. Smith & Associates Governmental Services, LLC	Florida
3.	Craig A. Smith and Associates, LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Craig A. Smith & Associates, Inc.	Florida

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**THIRD:** The terms and conditions of the merger are as follows:

Craig A. Smith & Associates, Inc. ("CAS, Inc.") has acquired all of the assets and liabilities of Craig A. Smith & Associates Governmental Services, LLC and its Members ("Governmental Services") in consideration for a discharge of the obligations owing by Governmental Services to CAS, Inc. in the approximate sum of \$440,000. CAS, Inc. has also acquired all of the assets and liabilities of Craig A. Smith and Associates, LLC and its Members ("CAS, LLC") in consideration of the sum of Ten Dollars (\$10.00).

**FOURTH:** The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

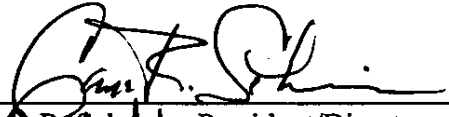
The three member-managers of Governmental Services and CAS, LLC, being Stephen C. Smith, Gene R. Schriner and Dale M. Milita, each holding an equal one-third interest in these two LLC's hereby acquired, shall each hold a 33½ interest in and four (4) shares of CAS, Inc., for a total of 12 shares, this being all of the issued shares of stock in CAS, Inc.

Any liabilities of any member of either LLC hereby acquired is deemed assumed by, and CAS, Inc., shall indemnify and hold harmless any of such members.

This acquisition of Governmental Services and CAS, LLC by CAS, Inc. is hereby agreed to this 15<sup>th</sup> day of December, 2008:

  
Stephen A. McBride, Secretary

CRAIG A. SMITH & ASSOCIATES, INC.

By:   
Gene R. Schriener, President/Director

  
Stephen C. Smith, Vice-Pres./Director

  
Dale M. Milita, Vice-Pres./Director

CRAIG A. SMITH & ASSOCIATES, LLC  
GOVERNMENTAL SERVICES, LLC


By:   
Gene R. Schriener, Member

  
Stephen C. Smith, Member


  
Dale M. Milita, Member

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CRAIG A. SMITH & ASSOCIATES, LLC

By:   
Gene R. Schriener, Member

  
Stephen C. Smith, Member

  
Dale M. Milita, Member