

P14000039132

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12/31/14

Marger
@ 12/24/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dobkin Morse, P.C.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Charles M. Lax, Esq.
Contact Person

Maddin, Hauser, Roth & Heller, P.C.
Firm/Company

28400 Northwestern Hwy., Second Floor
Address

Southfield, Michigan 48034-1839
City/State and Zip Code

xgreencard@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles M. Lax, Esq. At (248) 827-1877
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

EFFECTIVE DATE

12/31/14

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Dobkin Morse, P.C.</u>	<u>Michigan</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Dobkin Morse, P.A.</u>	<u>Florida</u>	<u>P14000039132</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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 / 31 / 2014 (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 December 16, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 December 16, 2014.

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

(Attach additional sheets if necessary)

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FLORIDA DEPARTMENT OF STATE

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Dobkin Morse, P.C.

Donald S. Dobkin, President

Dobkin Morse, P.A.

Donald S. Dobkin, President

**PLAN OF MERGER OF
DOBKIN MORSE, P.C. & DOBKIN MORSE, P.A.**

This Plan of Merger ("Plan") shall be effective as of December 31, 2014, between Dobkin Morse, P.C. ("PC"), a Michigan Professional Corporation, and Dobkin Morse P.A., a Florida Professional Association ("PA" and collectively referred to as the "Constituent Companies").

RECITALS

The respective Boards of Directors of the Constituent Companies deem it advisable and in the best interests of each company and its respective owners that the merger take place in the manner contemplated in this Plan, have adopted resolutions approving this Plan and have recommended that the merger of the Constituent Companies ("Merger") be approved and adopted by the owners of these corporations.

For purposes of stating the terms and conditions of the Merger; the mode of carrying it into effect; the manner of converting the shares of Common stock of PA issued and outstanding immediately before the effective time of the Merger into stock of PC; and the details and provisions that are deemed desirable, the parties agree as follows:

ARTICLE I

In accordance with the laws of the State of Michigan and Florida, PA shall be merged with and into PC, which shall sometimes be referred to in this Plan as the "Surviving Company." The Surviving Company, under the name Dobkin Morse, P.C. shall continue to be governed by the laws of the State of Michigan.

ARTICLE II

The Merger shall become effective as of December 31, 2014.

ARTICLE III

PA has issued an outstanding 1,000 shares of Common stock and PC has issued an outstanding 1,000 shares of Common Stock. All the owners of both companies are entitled to vote on the Merger.

ARTICLE IV

The Constituent Companies are commonly owned by the same owner. At the effective time of the Merger, by virtue of the Merger and without any action on the part

of the owner, all Common stock of PA shall be cancelled and no new stock of the PC shall be issued.

ARTICLE V

Except as specifically set forth in this Plan, the identity, existence, purposes, powers, objects, franchises, privileges, rights, and immunities of PC shall continue unaffected and unimpaired by the Merger, and the corporate franchises, existence, and rights of PA shall be merged into PC and PC shall, as the Surviving Company, be fully vested therewith. At the effective time of the merger, the separate existence of PA shall cease, and in accordance with the terms of this Plan, the Surviving Company shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and be subject to all restrictions, disabilities, and duties of each of the Constituent Companies. All rights, privileges, powers, and franchises of each of the Constituent Companies, all property, real, personal, and mixed, all debts due to either of the Constituent Companies on whatever account, including stock subscriptions, all other things in action, and all interests of or belonging to or due to each Constituent Company shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed. All property, rights, privileges, powers, and franchises, and all interests shall be as effectually the property of the Surviving Company as they were of the respective Constituent Companies, and the title to any real estate or interest therein, vested by deed or otherwise in either Corporation, shall not revert or be in any way impaired by reason of the Merger.

The Surviving Company shall be responsible and liable for all the liabilities and obligations of the Constituent Companies, and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted as if the Merger had not taken place, or the Surviving Company may be substituted in its place. Neither the rights of creditors nor any liens on the property of either of the Constituent Companies shall be impaired by the Merger, and all debts, liabilities, and duties of each of the Constituent Companies shall attach to the Surviving Company, and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

ARTICLE VI

From time to time, as and when requested by the Surviving Company or by its successors or assigns, PA shall execute and deliver or cause to be executed and delivered all other instruments and shall take or cause to be taken all further or other actions that the Surviving Company, or its successors or assigns, may deem necessary or desirable to vest in and confirm to the Surviving Company and its successors and assigns, title to and possession of all property, rights, privileges, powers, and franchises referred to in ARTICLE V of this Plan and otherwise to carry out the intent and purposes of this Plan.

ARTICLE VII

For the convenience of the parties to this Plan and to facilitate the filing and recording of this Plan, counterparts of it may be executed, and each counterpart shall be deemed to be an original instrument.

Authorized agents of PC and PA have duly executed this Plan below.

Dated: December 16, 2014

DOBKIN MORSE, P.C.,
a Michigan Professional Corporation

By: 

Donald S. Dobkin, President

Dated: December 16, 2014

DOBKIN MORSE, P.A.,
a Florida Professional Association

By: 

Donald S. Dobkin, President