

129561

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 Leleune Road, Suite 1101, Coral Gables, Florida 33134

(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



400244491144

02/12/13--01010--006 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 FEB 12 PM 1:43

Merger/CC
@ 2.14.13

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Melissa R. Smith
Natalie Escudero

February 7, 2013

Via Certified Mail, Return Receipt Requested
Article # 7011 2970 0003 3945 0131

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

Re: First of Florida Corporation
Fidelis Corporation
Our File No. 9877-10

Dear Sir/Madam:

On behalf of the above-referenced corporations, I enclose herewith one (1) original and one (1) copy of the fully executed Articles of Merger for such corporations.

Additionally, enclosed please find a check in the amount of \$78.75 for the following fees:

Filing Fee (\$35.00 x 2 entities)	\$ 70.00
<u>Certified Copy Fee</u>	<u>\$ 8.75</u>
TOTAL FEE	\$ 78.75

Please cause the original copy of the Articles of Merger to be filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS/mrs
Enclosures

cc: Ms. Joelle M. Allen
Ms. Robin Reiter-Faragalli

ARTICLES OF MERGER
OF
FIRST OF FLORIDA CORPORATION
AND
FIDELIS CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 FEB 12 PM 1:43

These Articles of Merger are submitted to merge the following entities in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

ARTICLE I
NAME AND JURISDICTION OF EACH MERGING CORPORATION

The name, jurisdiction and entity type of each merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
First of Florida Corporation	Florida	Corporation	129561
Fidelis Corporation	Florida	Corporation	129560

ARTICLE II
NAME OF SURVIVING CORPORATION

The name of the surviving corporation is FIRST OF FLORIDA CORPORATION, Document Number 129561, and its jurisdiction is Florida.

ARTICLE III
PLAN OF MERGER

The attached Plan of Merger was approved by each entity that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

ARTICLE IV
EFFECTIVE DATE OF MERGER

The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

RKJ

ARTICLE V
ADOPTION OF MERGER

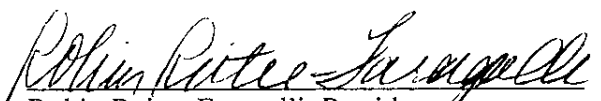
1. The Plan of Merger was adopted by written consent of the sole Shareholder of First of Florida Corporation on January 25, 2013.


2. The Plan of Merger was adopted by written consent of the sole Shareholder of Fidelis Corporation on January 25, 2013.

DATED this 25 day of January, 2013.

FIRST OF FLORIDA CORPORATION

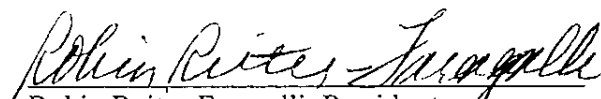
(SEAL)

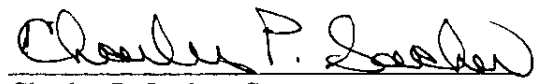

Robin Reiter-Faragalli, President


Charles P. Sacher, Secretary

FIDELIS CORPORATION

(SEAL)


Robin Reiter-Faragalli, President


Charles P. Sacher, Secretary

W:\9877-10\wp\Articles of Merger (FoF and Fidelis).docx

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") is entered into as of January 25, 2013, between FIRST OF FLORIDA CORPORATION, a Florida corporation, having its principal place of business at 100 SE 2 Street, Suite 2370, Miami, Florida (hereinafter called "First of Florida") and FIDELIS CORPORATION, a Florida corporation having its principal place of business at 100 SE 2 Street, Suite 2370, Miami, Florida (hereinafter called "Fidelis").

RECITALS:

WHEREAS, First of Florida is a wholly owned subsidiary of Peacock Foundation, Inc.;
and

WHEREAS, Fidelis is a wholly owned subsidiary of Peacock Foundation, Inc.; and

WHEREAS, the sole Shareholder of First of Florida has determined that it is advisable and in the best interests of First of Florida and its Shareholder that First of Florida be merged with Fidelis on the terms, and subject to the conditions, set forth herein

WHEREAS, the sole Shareholder of Fidelis has determined that it is advisable and in the best interests of Fidelis and its Shareholder that Fidelis be merged with and into First of Florida on the terms, and subject to the conditions, set forth herein.

ARTICLE I THE MERGER

On the Effective Date (as defined in Article V hereof), Fidelis shall be merged with and into First of Florida in accordance with Chapter 607 of the Florida Statutes, and the separate existence of Fidelis shall cease and First of Florida, which shall hereinafter be known as FIRST

OF FLORIDA CORPORATION, shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II SURVIVING CORPORATION

(A) On the Effective Date, the By-Laws of First of Florida, as in effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Florida Statutes and in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation.

(B) On the Effective Date, the Articles of Incorporation of First of Florida, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Florida Statutes.

(C) On the Effective Date, the Directors of First of Florida shall be the Directors of the Surviving Corporation until their successors are elected and qualified.

ARTICLE III EFFECT OF MERGER

On the Effective Date, all respective property, rights, privileges, powers and franchises of First of Florida and Fidelis shall vest in the Surviving Corporation, and all respective liabilities and obligations of First of Florida and Fidelis shall become liabilities and obligations of the Surviving Corporation.

ARTICLE IV CONVERSION OF STOCK

On the Effective Date, the Shares of Stock held by the sole Shareholder of Fidelis shall be converted into Shares of Stock in the Surviving Corporation. The sole Shareholder of the Surviving Corporation shall have Stock in the Surviving Corporation equal to the total of the

value of such Shareholder's Shares of Stock in First of Florida and the value of such Shareholder's Shares of Stock in Fidelis.

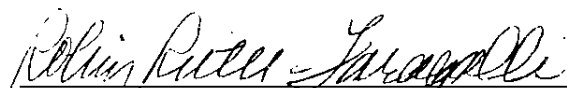
ARTICLE V
EFFECTIVE DATE


As used in this Plan of Merger, the term "Effective Date" shall mean the date of filing of the Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, each party hereto has caused this Plan of Merger to be executed on its behalf as of the date first above written.

FIRST OF FLORIDA CORPORATION

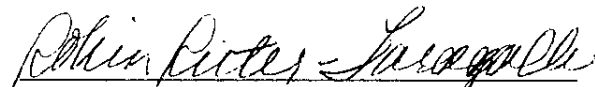
(SEAL)

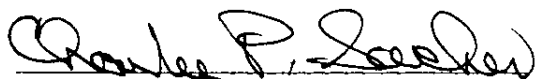

Robin Reiter-Faragalli, President


Charles P. Sacher, Secretary

FIDELIS CORPORATION

(SEAL)


Robin Reiter-Faragalli, President


Charles P. Sacher, Secretary

W:\9877-10\wp\Plan of Merger (FoF and Fidelis).docx