

164625

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

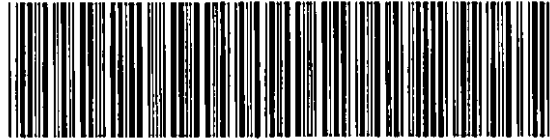
(Document Number)

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merger

R. WHITE

JAN 12 2018

FILED
17 DEC 22 AM 9:09
ST. LOUIS, MO
FBI - ST. LOUIS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2017

DAVISSON DUNLAP III
2065 THOMASVILLE RD STE 102
TALLAHASSEE, FL 32308

SUBJECT: MUNICIPAL CODE CORPORATION
Ref. Number: 164625

We have received your document for MUNICIPAL CODE CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please see the enclosed information.

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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 717A00026300

DAVISSON F. DUNLAP, JR.
DAVISSON F. DUNLAP, III *
KRISTIN A. GARDNER
MICHAEL J. HENRY
LANA A. HILLIS
ROBERT L. KAUFFMAN *
DAVID H. MILAM
COLLEEN C. SACHS **
CHRISTINE SUTHERLIN ***
GARY A. SHIPMAN **
AARON A. WHITE
WILLIAM E. WHITNEY

BOARD CERTIFIED - CONSTRUCTION LAW *
CERTIFIED CIRCUIT COURT MEDIATOR **
NOT ADMITTED TO FLORIDA BAR ***
LL.M. (TAXATION) ***
NOT ADMITTED TO THE FL BAR ****
ALSO ADMITTED IN AL *



PLANNING & DEVELOPMENT CONSULTANT:
**** MELISSA WARD

OF COUNSEL:
JAMES C. BARTH
BROWARD TAFF, JR.

2063 SOUTH COUNTY HIGHWAY 395
SANTA ROSA BEACH, FLORIDA 32459
PHONE: 850-231-3315
FACSIMILE: 850-231-5816

2065 THOMASVILLE ROAD, SUITE 102
TALLAHASSEE, FLORIDA 32308
PHONE: 850-385-5000
FACSIMILE: 850-385-7636

REPLY TO: TALLAHASSEE OFFICE

January 8, 2018

Ms. Rebekah White
Regulatory Specialist II
Florida Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Municipal Code Corporation
Reference No. 164625
Response to Letter No. 717A00026300

Dear Ms. White:

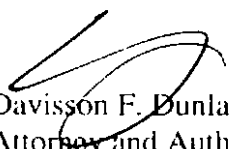
I received your letter dated December 28, 2017, on January 8, 2018, regarding furnishing a plan of merger for the articles of merger previously sent regarding Municipal Code Corporation.

Enclosed with this letter are the Articles of Merger, with the attached Agreement and Plan of Merger Merging Aha Consulting, Inc., into Municipal Code Corporation.

Please keep the original file date.

Please contact me if you have any questions.

Sincerely yours,


Davisson F. Dunlap, III
Attorney and Authorized Agent for Municipal
Code Corporation and Aha Consulting, Inc.

Enclosures

RECEIVED
18 JAN 11 PM 2:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Municipal Code Corporation

Name of Surviving Corporation

The enclosed Articles of Merger and fee (in the amount of \$70.00) are submitted for filing. Please return all correspondence concerning this matter to following:

Davisson Dunlap, III

Contact Person

Dunlap & Shipman, P.A.

Firm/Company

2065 Thomasville Rd., Ste. 102

Address

Tallahassee, FL 32308

City/State and Zip Code

davissoniii@dunlapshipman.com

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

For further information concerning this matter, please call:

Davisson Dunlap, III

Name of Contact Person

At (850) 385-5000

Area Code & Daytime Telephone Number

ARTICLES OF MERGER
(Profit Corporations)

FILED
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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1101, 607.1104 and 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Municipal Code Corporation	Florida	164625

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
AHA Consulting, Inc.	Oregon	523309-91

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.

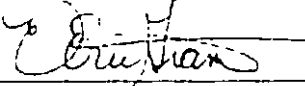
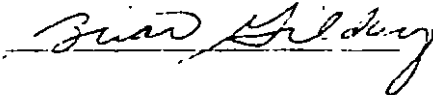
Fifth: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the board of directors of the surviving corporation (Municipal Code Corporation) on October 23, 2017 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s).

The Plan of Merger was adopted by the board of directors of the merging corporation (Aha Consulting, Inc.) on October 23, 2017 and shareholder approval was not required.

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Municipal Code Corporation		Eric Grant, President
Aha Consulting, Inc.		Brian Gilday, President

**AGREEMENT AND
PLAN OF MERGER**

MERGING

Aha Consulting, Inc.

INTO

Municipal Code Corporation

This Agreement of Merger and Plan of Reorganization is made this 23rd day of October, 2017, by and between Aha Consulting, Inc. an Oregon corporation (the "Merging Corporation"), and Municipal Code Corporation, a Florida corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is at 1700 Capital Circle, SW, Tallahassee, Florida 32310, Leon County; its Registered Agent at that address is Lawton A. Langford;

WHEREAS, the principal and registered office of the Merging Corporation is located at 1127 Broadway Street NE, Ste. 310, Salem, Oregon 97301; its Registered Agent at that address is Corporation Service Company;

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 31,679 shares of common stock at no par value;

WHEREAS, the Merging Corporation is currently a wholly owned subsidiary of the Surviving Corporation; and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below.

ARTICLE 1.

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation pursuant to Section 607.1101 & 607.1104, Florida Statutes. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the Effective Date of this Agreement.

ARTICLE 2.

The mode of carrying the merger into effect shall be as follows: Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the stockholders after the Effective Date. The articles of incorporation of the Surviving Corporation will not differ from its articles before the merger; and each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical

designations, preferences, limitations, and relative rights, immediately after the merger. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and cancelled on the Effective Date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE 3.

Pursuant to applicable statutory provisions, this merger does not require the approval of the shareholders of the Surviving Corporation or the Merging Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

- (a) All of the outstanding shares of capital stock of the Merging Corporation are currently owned, and on the Effective Date of this merger will be owned, by the Surviving Corporation;
- (b) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation; and
- (c) Since all shares of the Merging Corporation are owned by the Surviving Corporation, notice of the merger need not be given to shareholders of the Merging Corporation.

ARTICLE 4.

This Agreement and Plan of Merger shall become effective on January 1, 2018.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective authorized representatives, who have been authorized to execute this Agreement and Plan of Merger by their respective Boards of Directors:

Aha Consulting, Inc.
(Merging Corporation)

By: 

(A. Lawton Langford)

Its: Chairman of the Board of Directors

Date: 10/19/17

Municipal Code Corporation
(Surviving Corporation)

By: 

(A. Lawton Langford)

Its: Chairman of its Board of Directors

Date: 10/19/17