

421811

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax and number (shown below) on the top and bottom of all pages of the document.

(((H09000259931 3)))



H090002599313ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380***RE-SUBMIT***

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1000
Fax Number : (850) 878-5366Please retain original filing
date of submission

12/17

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: ymendez@gray-robinson.comMERGER OR SHARE EXCHANGE
BRPH ARCHITECTS ENGINEERS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$108.00

\$70.00

merger
This is
Effective date
12-31-09
12-23-09

FILED

2009 DEC 17 A 8:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
BRPH, INC.
INTO
BRPH ARCHITECTS ENGINEERS, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, as amended, and Section 14-2-1105 of the Georgia Business Corporation Code, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
BRPH, Inc.	Georgia
BRPH Architects Engineers, Inc.	Florida

SECOND: The surviving corporation is BRPH Architects Engineers, Inc. and it is to be governed by Chapter 607 of the laws of the State of Florida.

THIRD: The Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A was approved by the Board of Directors of BRPH Companies, Inc., a Florida corporation ("BRPH-C"), in the manner prescribed by Section 607.1104 of the Florida Business Corporation Act, as amended ("FBCA"), and by Section 14-2-1104 of the Georgia Business Corporation Code, as amended ("GBCC"), on December 8, 2009. As to each of the undersigned corporations and BRPH-C, shareholder approval was not required to adopt the Plan of Merger pursuant to Section 607.1104(1)(a) of the FBCA and Section 14-2-1104(a) of the GBCC as BRPH-C owns all outstanding shares of each class of capital stock of the undersigned corporations.

FOURTH: The surviving corporation shall, pursuant to Section 14-2-1105.1 of the GBCC, request for publication a notice of filing these Articles of Merger as set forth in Section 14-2-1105.1(b) of the GBCC and shall make payment therefor.

FIFTH: The effective date of the merger shall be 11:59pm on December 31, 2009.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

Dated: December 8, 2009

BRPH, Inc.

By: 
Bradley J. Harmsen, CEO

BRPH Architects Engineers, Inc.

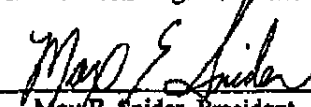
By: 
Max E. Snider, President

Exhibit A
Plan of Merger

See attached.

PLAN OF MERGER
BY AND BETWEEN
BRPH COMPANIES, INC.,
BRPH, INC.,
AND
BRPH ARCHITECTS ENGINEERS, INC.
DECEMBER 8, 2009

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is made as of December 8, 2009, by BRPH COMPANIES, INC., a Florida corporation ("BRPH-C"), BRPH ARCHITECTS ENGINEERS, INC., a Florida corporation ("BRPH-FL"), and BRPH, INC., a Georgia corporation ("BRPH-GA"). Certain capitalized terms used in this Plan are defined elsewhere in this Plan.

RECITALS

A. BRPH-GA is a wholly owned Subsidiary of BRPH-C as BRPH-C owns all ten thousand (10,000) outstanding shares of BRPH-GA common voting stock (the sole class of BRPH-GA capital stock).

B. BRPH-FL is a wholly owned Subsidiary of BRPH-C as BRPH-C owns all five thousand (5,000) outstanding shares of BRPH-FL common voting stock (the sole class of BRPH-GA capital stock).

C. The Board of Directors of BRPH-C has (a) determined that the transactions described herein are advisable and in the best interests of the parties to this Plan and their respective stockholders and (b) approved and adopted this Plan. This Plan provides for the acquisition of BRPH-GA by BRPH-FL pursuant to the merger of BRPH-GA with and into BRPH-FL with BRPH-FL as the surviving corporation. At the effective time of such merger, the outstanding shares of capital stock of BRPH-GA shall be converted into the right to receive the consideration provided herein.

D. The transactions described in this Plan are not subject to the approvals of the stockholders of BRPH-FL or BRPH-GA pursuant to Section 607.1104 of the FBCA and Section 14-2-1004 of the GBCC, respectively. The transactions described in this Plan are not subject to the approval of the stockholders of BRPH-C pursuant to Section 607.1104 of the FBCA.

E. The parties intend, by executing this Plan, to adopt a plan of reorganization within the meaning of Section 354(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), and to cause the Merger to qualify as a "reorganization" under the provisions of Section 368(a) of the Code.

ARTICLE I DEFINITIONS

1.01 Certain Definitions. Each of the following terms shall have the meaning given such terms as set forth in the Section of this Plan set forth below opposite such term:

<u>Defined Term</u>	<u>Section</u>
Articles of Merger	2.03
BRPH-C	Preamble
BRPH-FL	Preamble
BRPH-GA	Preamble
Code	Recitals
Closing	2.02
Closing Date	2.02
Effective Time	2.03
Merger	2.01
Plan	Preamble

Defined Term

Section

Surviving Corporation

2.01

1.02 **Additional Definitions.** The following terms, when used in this Plan, shall have the meanings set forth below:

"Capital Stock" means the outstanding shares of the common stock of a Constituent Corporation.

"Constituent Corporation" means each of BRPH-FL and BRPH-GA.

"FBCA" means the Florida Business Corporation Act, Title XXXVI, Chapter 607 of Florida Statutes.

"GBCC" means the Georgia Business Corporation Code, Title 14, Chapter 2 of the Georgia Code.

"Person" means an individual, firm, corporation (including any non-profit corporation), partnership, limited liability company, joint venture, association, trust, Governmental Authority or other entity or organization.

"Subsidiary" means with respect to any Person, any corporation or other entity of which such Person has, directly or indirectly, ownership of securities or other interests having the power to elect a majority of such corporation's board of directors (or similar governing body), or otherwise having the power to direct the business and policies of that corporation or other entity other than securities or interests having such power only upon the happening of a contingency that has not occurred.

1.03 **Rules of Construction.** This Plan shall be construed in accordance with the following rules of construction:

- (a) the terms defined in this Plan include the plural as well as the singular;
- (b) all references in the Plan to designated "Articles," "Sections" and other subdivisions are to the designated Articles, Sections and other subdivisions of the body of this Plan;
- (c) pronouns of either gender or neuter shall include, as appropriate, the other pronoun forms;
- (d) the words "herein," "hereof" and "hereunder" and other words of similar import refer to this Plan as a whole and not to any particular Article, Section or other subdivision; and
- (e) the words "includes" and "including" are not limiting.

ARTICLE II

TRANSACTIONS AND TERMS OF MERGER

2.01 **Merger.** At the Effective Time, BRPH-GA shall be merged with and into BRPH-FL in accordance with the provisions of Sections 607.1104 and 607.1107 of the FBCA and Sections 14-2-1104 and 14-2-1107 of the GBCC and with the effects provided in Section 607.11101 of the FBCA and Section 14-2-1106 of the GBCC (the "Merger"). BRPH-FL shall be the surviving corporation (the "Surviving Corporation") resulting from the Merger and shall continue to be governed by the Laws of the State of Florida. As a result of the Merger, the separate corporate existence of BRPH-GA will cease.

2.02 Closing. The closing of the transaction (the "Closing") shall take place at the offices of BRPH-C at 5700 North U.S. Highway 1, Suite 400, Melbourne, FL 32940 as soon as practicable unless another date or place is agreed to in writing by the parties hereto. The date on which the Closing actually occurs is hereinafter referred to as the "Closing Date."

2.03 Effective Time. On the Closing Date, BRPH-FL will cause articles of merger, as set forth on Exhibit A attached hereto (the "Articles of Merger"), to be filed with the Department of State of the State of Florida in accordance with the provisions of Section 607.1109 of the FBCA and to be filed with the Department of State of the State of Georgia in accordance with the provisions of Section 14-2-1105 of the GBCC. The Merger shall become effective at 11:59pm on December 31, 2009 in accordance with Section 607.1109 of the FBCA and Section 14-2-1105 of the GBCC (the "Effective Time").

2.04 Surviving Corporation Governing Instruments, Directors and Officers.

(a) At the Effective Time, (i) the articles of incorporation of BRPH-FL as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable Law, and (ii) the bylaws of BRPH-FL, as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable Law.

(b) The directors of BRPH-GA in office immediately prior to the Effective Time shall resign from office and the directors of BRPH-FL in office immediately prior to the Effective Time shall remain in office to serve as the directors of the Surviving Corporation from and after the Effective Time in accordance with the Bylaws of the Surviving Corporation.

(c) The officers of BRPH-GA in office immediately prior to the Effective Time shall resign from office and the officers of BRPH-FL in office immediately prior to the Effective Time shall remain in office to serve as the officers of the Surviving Corporation from and after the Effective Time in accordance with the Bylaws of the Surviving Corporation.

2.05 Treatment of Capital Stock. Subject to the provisions of this Article II, at the Effective Time, by virtue of the Merger and without any action on the part of BRPH-FL, BRPH-GA or BRPH-C (or its shareholders), the shares of Capital Stock of the Constituent Corporations shall be converted as follows:

(a) Each share of BRPH-FL Common Stock issued and outstanding immediately prior to the Effective Time shall remain an issued and outstanding share of BRPH-FL Common Stock and shall not be affected by the Merger.

(b) Each share of BRPH-GA Common Stock outstanding as of the Effective Time shall be cancelled and retired at the Effective Time and no consideration shall be issued in exchange therefor.

(c) There are no shareholders of BRPH-FL or BRPH-GA who are entitled to assert appraisal or dissenter's rights.

2.06 Tax Consequences. It is intended by the parties hereto that the Merger shall constitute a "reorganization" within the meaning of Section 368(a) of the Code. Each of the parties hereto shall report the Merger for federal and state income tax purposes in a manner consistent with such characterization.

including the filing of the statement required by Treasury Regulation Section 1.368-3, to the extent permitted by law.

ARTICLE III
MISCELLANEOUS PROVISIONS

3.01 Amendment and Modifications. This Plan may be amended, modified and supplemented by written consent of the board of directors of BRPH-C in accordance with applicable Law.

3.02 Notices. All notices, requests, demands and other communications required or permitted hereunder or by applicable Law shall be in writing addressed to:

(a) BRPH-FL:	BRPH Architects Engineers, Inc. 5700 North U.S. Highway 1 Suite 400 Melbourne, FL 32940 Attention: Max E. Snider, President
--------------	---

(b) BRPH-GA:	BRPH, Inc. 2000 Powers Ferry Road Suite 600 Marietta, Georgia 30067 Attention: Bradley J. Harmsen, CEO
--------------	--

3.03 Headings. The headings of the Sections and Articles of this Plan are inserted for convenience only and shall not constitute a part hereof or affect in any way the meaning or interpretation of this Plan.

3.04 Third Parties. Except as specifically set forth or referred to herein, nothing herein expressed or implied is intended or shall be construed to confer upon or give to any Person other than the parties hereto or their successors and assigns any rights or remedies under or by reason of this Plan.

3.05 Calendar Days. All references to days shall be deemed to refer to calendar days unless this Plan specifically refers to "business days," in which event Saturdays, Sundays, and federal holidays shall be excluded.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the day and year first above written. The execution of this Plan by the parties constitutes an adoption of this Plan within the meaning of Section 607.1104 of the FBCA and Section 14-2-1104 of the GBCC.

"BRPH-C"

BRPH COMPANIES, INC.,
a Florida corporation

By: *Brad Hammer*
Name: BRAD HAMMER
Title: CFO

"BRPH-FL"

BRPH ARCHITECTS ENGINEERS, INC.,
a Florida corporation

By: *Max E. Snider*
Name: MAX E. SNIDER
Title: PRESIDENT

"BRPH-GA"

BRPH, INC.,
a Georgia corporation

By: *Bruce A. Lott*
Name: BRUCE A. LOTT
Title: VICE PRESIDENT

--NOTICE OF MERGER--

Notice is given that articles of merger which will effect a merger by and between BRPH, INC., a Georgia corporation, and BRPH ARCHITECTS ENGINEERS, INC., a Florida corporation, has been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the surviving corporation in the merger is BRPH ARCHITECTS ENGINEERS, INC., a corporation incorporated in the State of Florida. The registered office of such corporation is located at 5700 North U.S. Highway 1, Suite 400, Melbourne, FL 32940 and its registered agent at such address is Bradley J. Harmsen.