

464430

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1-1-03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN JAN - 9 2003

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Business Management Group, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ben Mahrle

(Name of person)

Business Management Group, Inc.

(Name of firm/company)

11311 N. County Road 7

(Address)

Wellington, CO 80549

(City/state and zip code)

For further information concerning this matter, please call:

Ben Mahrle

(Name of person)

at (970) 221-9950
(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; **please send an additional copy of your document if a certified copy is requested**)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER
Merger Sheet

MERGING:

MAHRIE & COMPANY, P.A., a Florida entity, 464430

INTO

BUSINESS MANAGEMENT GROUP, INC., a Colorado entity not qualified in
Florida

File date: December 30, 2002, effective January 1, 2003

Corporate Specialist: Teresa Brown

(Profit Corporations)

EFFECTIVE DATE

1-1-03

Document Number
(If known/ applicable)

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TALLAHASSEE, FLORIDA
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Document Number
(If known/ applicable)

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

[Handwritten signature]

Ben Mahrie, President

W. J. F. F. F. F.

Ben Mahrle, President

[illegible]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Business Management Group, Inc.

Colorado

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Mahrle & Company, P.A.

Florida

Third: The terms and conditions of the merger are as follows:

All of the outstanding shares of Mahrle & Company, P.A. are to be exchanged for shares of Business Management Group, Inc. and Mahrle & Company, P.A. immediately liquidated and its assets transferred to Business Management Group, Inc.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

One share of Business Management Group, Inc. common stock will be exchanged for each share of common stock of Mahrle & Company, P.A. There are no other classes of stock of either corporation.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached: *SEE ATTACH CO*

Other provisions relating to the merger are as follows:

None

ARTICLES OF INCORPORATION

Form 200 Revised October 1, 2002

Filing fee: **\$50.00**

Deliver to: Colorado Secretary of State

Business Division,

1560 Broadway, Suite 200

Denver, CO 80202-5169

This document must be typed or machine printed

Copies of filed documents may be obtained at www.sos.state.co.us

ABOVE SPACE FOR OFFICE USE ONLY

RECEIVED
2002 DEC 20 PM 12:37
SECRETARY OF STATE
STATE OF COLORADO

Pursuant to § 7-102-102 and part 3 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), these Articles of Incorporation are delivered to the Colorado Secretary of State for filing.

1. The entity name of the corporation is: Business Management Group, Inc.

The entity name of a corporation must contain the term "corporation", "incorporated", "company", or "limited", or an abbreviation of any of these terms §7-90-601(3)(a), C.R.S.

2. The corporation is authorized to issue: (number) 10,000 shares of (class) Common
(number) _____ shares of (class) _____

If more classes are authorized, include attachment indicating class(es) and number of shares in each class.

3. The street address of the corporation's initial registered office and the name of its initial registered agent at that office are: Street Address *(must be a street or other physical address in Colorado)*
11311 N. CR 7, Wellington, CO 80549

If mail is undeliverable to this address, ALSO include a post office box address: _____

_____; Registered Agent Name: Ben Mahrle

4. The address of the corporation's initial principal office is: _____
11311 N. CR 7, Wellington, CO 80549

5. The name and address of the incorporator is:

Name Ben Mahrle

Address 11311 N. CR 7, Wellington, CO 80549

6. If applicable, these articles are to have a delayed effective date of _____
(not to exceed 90 days)

7. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: Ben Mahrle
11311 N. CR 7, Wellington, CO 80549

Causing a document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed or the act and deed of the entity on whose behalf the individual is causing the document to be delivered for filing and that the facts stated in the document are true.