

489057

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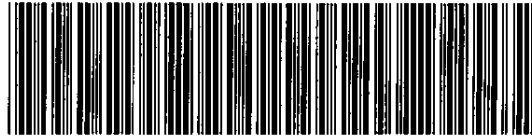
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FILED  
2010 MAR 15 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

TB

MAR 17 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** D.G. SUITOR & ASSOCIATES, INC.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

JOHN PAULICH, III

Contact Person

PAULICH, SLACK & WOLFF, P.A.

Firm/Company

5147 CASTELLO DRIVE

Address

NAPLES, FL 34103

City/State and Zip Code

CHARLROD31@COMCAST.NET

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

For further information concerning this matter, please call:

JOHN PAULICH, III

Name of Contact Person

At ( 239 )

261-0544

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

**ARTICLES OF MERGER OF A  
FLORIDA PROFIT CORPORATIONS INTO  
D.G. SUITOR ASSOCIATES, INC.**

**FILED**  
2010 MAR 15 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1105 of the Florida Statutes, the undersigned Florida corporations adapt the following articles of merger for the purpose of merging them into one of such corporations:

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

MIDDLETON MANAGEMENT, INC., a Florida corporation Document #P00000005518 (the "disappearing corporation"); and

D.G. SUITOR & ASSOCIATES, INC., a Florida corporation Document #489057(the "surviving corporation").

2. The name of the surviving corporation is D.G. SUITOR & ASSOCIATES, INC., with a principal address of 15751 San Carlos Blvd. #8, Fort Myers, Florida 33908, and it is to be governed by the laws of the State of Florida.

3. The Plan of Merger, a copy of which is attached hereto and incorporated herein, was approved by the shareholders of the undersigned disappearing corporation and surviving corporation on March 10, 2010, in the manner prescribed by the Florida General Corporation Act.

4. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Name of Corporation	Number of Shares Outstanding
MIDDLETON MANAGEMENT, INC.	5,000
D.G. SUITOR & ASSOCIATES, INC.	32,500

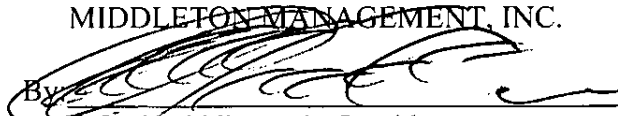
5. As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against
MIDDLETON MANAGEMENT, INC.	5,000	0
D.G. SUITOR & ASSOCIATES, INC.	32,500	0

6. The effective date of the merger shall be March 15, 2010.

Dated: March 10, 2010.

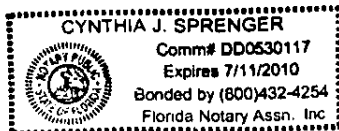
MIDDLETON MANAGEMENT, INC.

By:   
C. Rod Middleton, its President

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, 2010 by C. Rod Middleton, as President of Middleton Management, Inc., who is X personally known by me or \_\_\_\_ has produced the following identification \_\_\_\_\_.

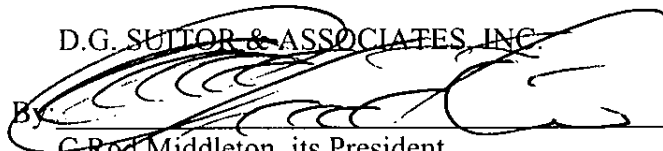
SEAL



  
NOTARY PUBLIC  
My Commission Expires:

Dated: March 10, 2010.

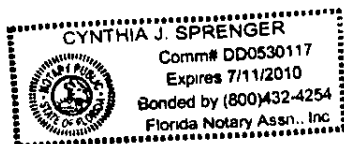
D.G. SUITOR & ASSOCIATES, INC.


By:   
C. Rod Middleton, its President

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, 2010 by C. Rod Middleton, as President of D.G. SUITOR & ASSOCIATES, Inc., who is X personally known by me or \_\_\_\_ has produced the following identification \_\_\_\_\_.

SEAL



  
NOTARY PUBLIC  
My Commission Expires:

## **PLAN OF MERGER**

D.G. SUITOR & ASSOCIATES, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 15751 San Carlos Blvd. #8, Fort Myers, Florida 33908.

D.G. SUITOR & ASSOCIATES, INC. has a capitalization of Fifty Thousand (50,000) authorized shares of One Dollar (\$1.00) par value stock, of which Thirty Two Thousand Five Hundred (32,500) shares are issued and outstanding.

MIDDLETON MANAGEMENT, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 7082 Villa Lantana Way, Naples, Florida 34108.

MIDDLETON MANAGEMENT, INC. has a capitalization of ten thousand (10,000) authorized shares of One Dollar (\$1.00) par value common stock, of which Five Thousand (5,000) shares are issued and outstanding.

MIDDLETON MANAGEMENT, INC., the parent corporation, is the sole shareholder of D.G. SUITOR & ASSOCIATES, INC., the subsidiary corporation.

The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that MIDDLETON MANAGEMENT, INC. be merged into D.G. SUITOR & ASSOCIATES, INC. pursuant to the provisions of Section 607.1104 of the Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

1. Merger. MIDDLETON MANAGEMENT, INC., the disappearing corporation, shall merge with and into D.G. SUITOR & ASSOCIATES, INC., which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the disappearing corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the disappearing corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the disappearing corporation, and neither the rights of creditors nor any liens on the property of the disappearing corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of D.G. SUITOR & ASSOCIATES, INC. issued and outstanding on the effective date of the merger shall be surrendered to D.G. SUITOR & ASSOCIATES, INC. by MIDDLETON MANAGEMENT, INC.

(b) For each share of the One Dollar (\$1.00) par value common stock of MIDDLETON MANAGEMENT, INC. surrendered on the effective date of the merger, ten (10) shares of One Dollar (\$1.00) par value common stock of D.G. SUITOR & ASSOCIATES, INC., shall be issued to the surrendering shareholder.

(c) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the disappearing corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(d) Holders of certificates of common stock of the disappearing corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Prohibited Transactions. Neither of the constituent corporations shall prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the constituent corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before March 10, 2010, or at such other time as to which the boards of directors of the constituent corporations may agree. **Shareholders of either the parent corporation or the subsidiary corporation who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Statutes, may be entitled, if they comply with the provisions of the act regarding appraisal rights, to be paid the fair value of their shares.**

9. Effective Date of Merger. The effective date of this merger shall be March 15, 2010.

10. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the disappearing corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the disappearing corporation on or before March 10, 2010; or

(b) If, in the judgment of the board of directors of either the surviving or the disappearing corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

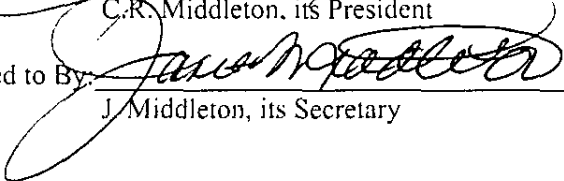
Executed on behalf of the parties by their officers, sealed with their corporate seal, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors.

Dated: March 10, 2010.

~~D.G. SUITOR & ASSOCIATES, INC.~~

By: 

C.R. Middleton, its President

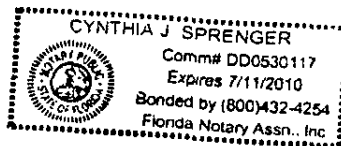
Attested to By: 

J. Middleton, its Secretary

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, 2010 by C.R. Middleton, as President of D.G. Sutor & Associates, Inc., who is ☒ personally known by me or \_\_\_ has produced the following identification \_\_\_\_\_.

SEAL



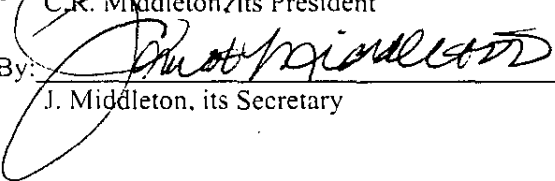
  
NOTARY PUBLIC  
My Commission Expires:

Dated: March 10, 2010.

~~MIDDLETON MANAGEMENT, INC.~~

By: 

C.R. Middleton, its President

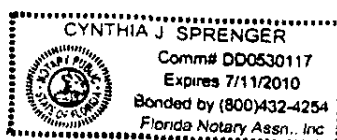
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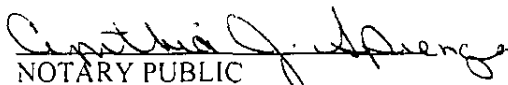
J. Middleton, its Secretary

STATE OF FLORIDA  
COUNTY OF COLLIER

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