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SINGER AND ASSOCIATES

PAGE 01

Division of Corporations

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539578

Florida Department of State
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MERGER OR SHARE EXCHANGE

FINANCIAL PLANNING SERVICES INC

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**ARTICLES OF MERGER
OF
FPC, INC.
INTO
FINANCIAL PLANNING SERVICES, INC.**

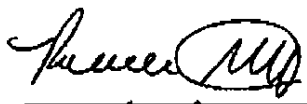
Articles of Merger between **FINANCIAL PLANNING SERVICES, INC.**, a Florida corporation ("Services") bearing Florida Department of State Document Number 539578, which is the surviving corporation, and **FPC, INC.**, a Florida corporation ("FPC") bearing Florida Department of State Document Number 546858, which is the merging corporation.

Pursuant to Section 607.1105, of the Florida Business Corporation Act (the "Act"), Services and FPC adopt the following Articles of Merger:

1. The Plan and Agreement of Merger dated September 15, 2010 (the "Plan of Merger") between Services and FPC was approved and adopted by the unanimous consent of the Shareholder and Director of FPC on September 15, 2010 and was approved and adopted by the unanimous consent of the Shareholder and Director of Services on September 15, 2010 .
2. Pursuant to the Plan of Merger, all issued outstanding shares of the capital stock of FPC will be acquired by means of a merger of FPC into Services with Services being the surviving corporation.
3. The Plan of Merger is attached as Exhibit "A" and made a part hereof.
4. Pursuant to Section 607.1105 of the Act, these Articles of Merger shall be effective as of the date of filing same with the Florida Department of State.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this
15th day of September, 2010.

Witnesses:



Rachelle Fernandez
Donna Smith-Fairita
(as to all parties) DONNA SMITH-FAIRITA

FINANCIAL PLANNING SERVICES, INC.,
a Florida corporation

By: 

NEIL D. SCHWARTZ, President

FPC, INC., a Florida corporation

By: 

NEIL D. SCHWARTZ, President

W:\Schwartz, Neil\FPC Merger into Financial Planning Services\FPC Articles of Merger.wpd

EXHIBIT "A"
PLAN AND AGREEMENT OF MERGER

Fax Audit # H10000211641 3

PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT, made this 15th day of September, 2010, by and between **FINANCIAL PLANNING SERVICES, INC.**, a Florida corporation ("Services") bearing Florida Department of State Document Number 539578 and **FPC, INC.**, a Florida corporation ("FPC") bearing Florida Department of State Document Number 546858.

RECITALS:

WHEREAS, Services is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, FPC is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Boards of Directors of Services and FPC deem it desirable and in the respective best interests of Services and FPC and their respective shareholders that FPC be merged into Services, with Services being the surviving corporation; and

WHEREAS, the Boards of Directors of Services and FPC deem it essential that a definitive Plan and Agreement of Merger be formally adopted and approved.

NOW, THEREFORE, in consideration of the foregoing premises and for other good and valuable consideration, the constituent corporations to this Agreement do hereby agree to the following terms and conditions of this Plan and Agreement of Merger.

1. **Surviving Corporation.** FPC shall be merged into Services and the corporate existence of FPC shall cease and the corporate existence of Services shall continue, and Services shall become the owner, without other transfer, of all the rights and property of FPC and, likewise, Services shall become subject to all the debts and liabilities of FPC in the same manner as if Services had itself incurred them.

2. **Principal Office.** The principal office of Services is located at 7764 Montecito Place, Delray Beach, FL 33446.

3. **Objects and Purposes.** The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the surviving corporation following the merger are the general business and affairs associated with the operation and maintenance of the surviving corporation.

4. **Articles of Incorporation.** The provisions of the Articles of Incorporation of the surviving corporation shall be as appears in the Articles of Incorporation of Services as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. The terms and provisions of the Articles of Incorporation of Services are hereby incorporated into this Agreement. From and after the effective date of this merger and until further amended, altered or restated as provided by law, the Articles of Incorporation of Services separate and apart from this Agreement, shall be and may be separately certified as the Articles of Incorporation of the surviving corporation.

5. **By-Laws.** The present By-Laws of Services shall remain the By-Laws of the surviving corporation following this merger and shall not be altered, amended nor repealed by reason of such merger.

6. **Names and Addresses of Directors.** The names and addresses of the persons who shall constitute the Board of Directors of Services upon the effective date of the merger shall be as follows:

NAME

ADDRESS

Neil D. Schwartz

7764 Montecito Place, Delray Beach, FL 33446

7. **Conversion of Shares.** The manner and basis of converting and exchanging the shares of FPC shall be as follows:

a. On the effective date of merger, each share of common stock, one (\$1.00) dollar par value of FPC (the "FPC Stock"), issued and outstanding immediately before the effective date, by virtue of this merger and without any action on the part of the holders of the shares of FPC Stock, shall be converted into and exchanged for one-tenth (1/10) share of common stock, one (\$1.00) dollar par value of Services (the "Services Stock"). Fractional shares shall be issued to the nearest tenth of a share.

b. All issued and outstanding shares of the FPC Stock existing as of the effective date shall be canceled and shall cease to exist from and after the effective date.

c. As soon as practicable after the effective date of this merger, Services shall issue and deliver, in accordance with this Paragraph 7, to the shareholders of FPC, certificates for the number of shares of Services Stock to which they shall have become entitled under this Agreement. After the effective date of the merger, the FPC shareholders may surrender their certificate or certificates previously representing FPC Stock to Services and thereafter shall be entitled to receive in exchange a certificate or certificates representing the number of shares of Services Stock into which those shares of FPC Stock previously represented by the certificate or certificates so surrendered shall have been converted as above stated. Until so surrendered, each outstanding certificate that, before the effective date of the merger, represented shares of FPC Stock shall be deemed for all corporate purposes to evidence ownership of the respective shares of Services Stock into which they shall have been converted.

8. **Effective Date.** The effective date of this Plan of Merger shall be as of the date of filing of the Articles of Merger with the Florida Department of State.

9. **Abandonment of Merger.** Anything to the contrary herein notwithstanding, the Board of Directors of either constituent corporation may abandon this Plan of Merger by mutual consent, and thereupon, this Plan and Agreement of Merger shall be void and of no effect.

10. **Amendment and Modification.** Subject to applicable law, this Agreement may be amended, modified and supplemented by mutual consent of the respective Boards of Directors of the constituent corporations any time prior to the effective date of the merger contemplated herein.

11. **Assignment.** This Agreement is not assignable without the prior written consent of the other party.

12. **Governing Law.** This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Florida.

13. **Construction.** The parties agree and acknowledge that each party has reviewed and revised this Agreement and that the normal rule of construction to the effect that any ambiguities are to be resolved against the drafting parties shall not be employed in the interpretation of this Agreement or any amendment or exhibit thereto.

14. **Headings.** The headings of the sections herein are inserted for convenience only and shall not constitute a part hereof.

15. **Entire Agreement.** This Agreement, including any documents referred to herein, contains the entire understanding of the parties hereto in respect of the subject matter contained herein. This Agreement supersedes all prior agreements and understandings between the parties with respect to such subject matter.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands and seals as of the day and year first above written.

Witnesses:



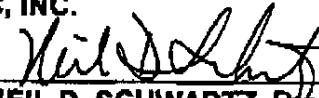
Rachel Perazich
Donna Smith-Furita
(as to all parties) DONNA SMITH-FURITA

FINANCIAL PLANNING SERVICES, INC.

By: 

NEIL D. SCHWARTZ, President

FPC, INC.

By: 

NEIL D. SCHWARTZ, President