

686322

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 audit number (shown below) on the top and bottom of all pages of the document.

(((F10000192235 3)))



F100001922353ABCK

RECEIVED DATE
8-31-10

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

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941) 366-4800
Fax Number : (941) 552-7141

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

Email Address: miriamlinares@compupay.comMERGER OR SHARE EXCHANGE
COMPUPAY, INC.

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$367.50

RECEIVED
2010 AUG 27 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDAFILED
10 AUG 27 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

H10000192235 3

10 AUG 27 PM 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9-31-10

ARTICLES OF MERGER
OF

COMPUPAY OF FLORIDA, INC., PAY EASY SOLUTIONS - COMPUPAY, INC.,
SPINNAKER FINANCIAL SERVICES, INC., COMPUPAY NEW YORK, INC.,
COMPUPAY OF ARIZONA, INC., BUSINESS TAX SERVICES, INC., EMPLOYEE
BASICS, INC., TOTAL PAY MANAGEMENT, INC., COMPUPAY CALIFORNIA, INC.,
INTO
COMPUPAY, INC.

COMPUPAY, INC., a Florida corporation (the "Surviving Corporation") hereby delivers to the Department of State for filing the following Articles of Merger for the merger of COMPUPAY OF FLORIDA, INC., a Florida corporation; PAY EASY SOLUTIONS - COMPUPAY, INC., a Florida corporation; SPINNAKER FINANCIAL SERVICES, INC., a Florida corporation; COMPUPAY NEW YORK, INC., a New York corporation; COMPUPAY OF ARIZONA, INC., an Arizona corporation; BUSINESS TAX SERVICES, INC., a Washington corporation; EMPLOYEE BASICS, INC., a Georgia corporation; TOTAL PAY MANAGEMENT, INC., a California corporation; and COMPUPAY CALIFORNIA, INC., a California corporation; (collectively referred to as the "Merging Corporations"), with and into Surviving Corporation. Surviving Corporation shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by the board of directors of Surviving Corporation in accordance with Section 607.1104, Florida Statutes, and shareholder approval was not required.
3. The foregoing Plan of Merger was approved by each domestic corporation and each other business entity, which are collectively referred to as the Merging Corporations, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, and in accordance with the applicable laws of the other jurisdictions under which each other business entities are incorporated. Approval of the Merging Corporations' shareholders was not required.
4. The effective date of the merger is August 31, 2010.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

Merging Corporations:

COMPUPAY OF FLORIDA, INC.,
a Florida corporation

By:

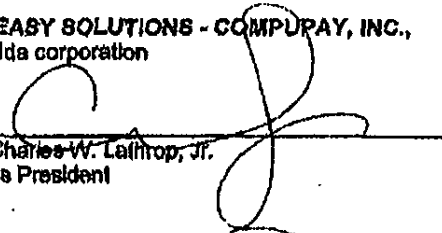
Charles W. Lathrop, Jr.
its President

[Signatures continue on following page]

H10000192235 3

H10000192235 3

PAY EASY SOLUTIONS - COMPUPAY, INC.,
a Florida corporation

By: 
Charles W. Lathrop, Jr.
Its President

SPINNAKER FINANCIAL SERVICES, INC.,
a Florida corporation

By: 
Charles W. Lathrop, Jr.
Its President

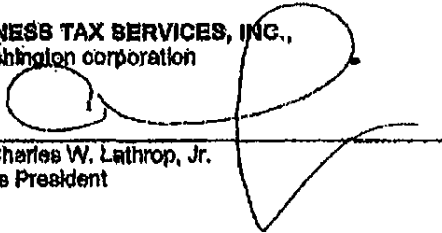
COMPUPAY NEW YORK, INC.,
a New York corporation

By: 
Charles W. Lathrop, Jr.
Its President

COMPUPAY OF ARIZONA, INC.,
an Arizona corporation

By: 
Charles W. Lathrop, Jr.
Its President

BUSINESS TAX SERVICES, INC.,
a Washington corporation

By: 
Charles W. Lathrop, Jr.
Its President

[Signatures continue on following page]

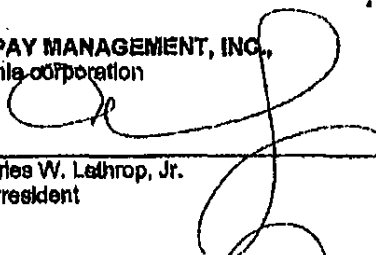
H10000192235 3

H10000192235 3

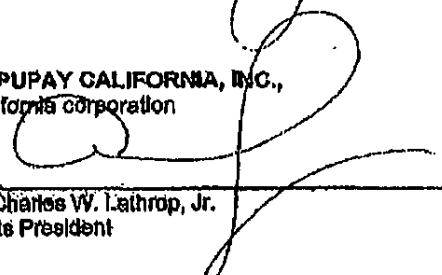
EMPLOYEE BASICS, INC.,
a Georgia corporation

By: 
Charles W. Lathrop, Jr.
Its President

TOTAL PAY MANAGEMENT, INC.,
a California corporation

By: 
Charles W. Lathrop, Jr.
Its President

COMPUPAY CALIFORNIA, INC.,
a California corporation

By: 
Charles W. Lathrop, Jr.
Its President

Surviving Corporation:

COMPUPAY, INC.,
a Florida corporation

By: 
Charles W. Lathrop, Jr.
Its President

[End of signature pages]

1229858_2.doc

H10000192235 3

H10000192235 3

EXHIBIT A
PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan"), dated as of the 26th day of August, 2010, by and among COMPUPAY, INC., a Florida corporation, located at Miramar, Florida (hereinafter referred to as "CompuPay" and as the "Surviving Corporation"); and CompuPay of Florida, Inc., Pay Easy Solutions - CompuPay, Inc., Spinnaker Financial Services, Inc., all three being Florida corporations located at Miramar, Florida; Total Pay Management, Inc. and CompuPay California, Inc., both California corporations located at Irvine, California; CompuPay New York, Inc., a New York corporation located at New York, New York; CompuPay of Arizona, Inc., an Arizona corporation located at Phoenix, Arizona; Business Tax Services, Inc., a Washington corporation located at Tukwila, Washington; and Employee Basics, Inc., a Georgia corporation located at Atlanta, Georgia (hereinafter referred to collectively as the "Merging Corporations").

WITNESSETH:

WHEREAS, CompuPay directly owns all the outstanding stock of the Merging Corporations and pursuant to Section 607.1104 of the Florida Business Corporation Act and other applicable laws and regulations of the jurisdictions in which such Merging Corporations are existing, the Directors of the Surviving Corporation have approved and adopted the Plan embodied herein, and have deemed it advisable for the benefit of the entities that the Merging Corporations merge with and into the Surviving Corporation on the terms hereinafter set forth.

NOW, THEREFORE, on the Effective Date (as hereinafter defined) and in accordance with the provisions of the Florida Business Corporation Act, and the applicable statutes related to such Merging Corporations, the Merging Corporations shall be merged into CompuPay, which shall continue its corporate existence and be the Surviving Corporation resulting from the mergers, all to be effected in the manner and upon the terms and conditions hereinafter set forth:

ARTICLE I

1.1 Mergers. Subject to the terms hereinafter set forth, each of the Merging Corporations shall be merged into CompuPay, which shall continue in existence as the Surviving Corporation, and thereupon the separate existence of each of the Merging Corporations shall cease.

1.2 Manner of Converting Shares. Each share of common stock of each Merging Corporations that is issued and outstanding on the Effective Date shall, by virtue of each merger and without any action on the part of the holder thereof, be cancelled. Each share of common stock of the Surviving Corporation that is issued and outstanding on the Effective Date shall remain unchanged by virtue of the mergers.

1.3 Effective Time and Date. The mergers provided for in this Plan shall become effective as of the close of business on August 31, 2010 (the "Effective Time", and such date, the "Effective Date") as set forth in the Articles of Merger to be filed with the office of the Secretary

H10000192235 3

of State of the State of Florida and the office of the Secretary of State of the States of Arizona, California, Georgia, New York and Washington.

1.4 Effect of Mergers. The mergers provided for in this Plan shall have the full effect provided under Sections 607.1104 and 607.1106 of the Florida Business Corporation Act, and the corresponding provisions of the business corporation statutes of Arizona, California, Georgia, New York and Washington. All rights, privileges, immunities and franchises; all property, real, personal or mixed; all debts due on any account; and all other interests and assets of every kind and description of the Merging Corporations as they exist at the Effective Time on the Effective Date of the mergers, shall pass to and vest in the Surviving Corporation without any conveyance, transfer or other further action. The Surviving Corporation shall be responsible for all the liabilities and obligations of the Merging Corporations as of the Effective Time on the Effective Date. Any action or proceeding, whether civil, criminal or administrative, pending by or against the Merging Corporations shall continue as if the mergers had not taken place, and the Surviving Corporation may be substituted in such action or proceeding. The Surviving Corporation's identity, existence, purposes, rights, immunities, properties, liabilities and obligations shall be unaffected and unimpaired by the mergers, except as expressly provided herein.

1.5 Notice of Mergers. At any time, or from time to time, after the Effective Date, the last acting officers of the Merging Corporations may execute, deliver, file and record in its name, all such deeds, assignments, notices and other instruments and take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to confirm and provide public notice of the Surviving Corporation's title to and possession of all the Merging Corporations' rights, interests and assets pursuant to this Plan, and otherwise to carry out the purposes of this Plan. The Surviving Corporation as the sole shareholder of each of the Merging Corporations hereby acknowledges receipt of notice of the mergers, including receipt of this Plan, and waives any requirement of any applicable law to receive a mailed copy of the Plan.

ARTICLE II

2.1 Articles of Incorporation. The Articles of Incorporation of CompuPay on the Effective Date shall continue to be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date, subject to the right of the Surviving Corporation to amend its Articles of Incorporation in accordance with the laws of the State of Florida.

2.2 Bylaws. The Bylaws of CompuPay on the Effective Date shall continue to be the Bylaws of the Surviving Corporation from and after the Effective Date, subject to the right of its shareholders and/or directors to amend its Bylaws as provided therein.

2.3 Board of Directors and Officers. Until the election and qualification of their successors, the members of the Board of Directors and the officers of CompuPay on the Effective Date shall continue to be the members of the Board of Directors and officers, respectively, of the Surviving Corporation from and after the Effective Date.

H10000192235 3

ARTICLE III

3.1 Amendment. This Plan, or any of the terms or conditions thereof, may not be amended, modified or waived except in writing signed by each of the parties hereto prior to the filing of Articles of Merger with the Florida Secretary of State or the prior filing of Articles of Merger (or other equivalent documentation as provided under any applicable law) with any of the Secretary of State of the States of Arizona, California, Georgia, New York or Washington with respect to the mergers provided for in this Plan.

3.2 Termination. This Plan may be terminated, altered or abandoned by vote of the Board of Directors of the Surviving Corporation, at any time prior to the filing of the Articles of Merger with the Florida Secretary of State or the prior filing of Articles of Merger (or other equivalent documentation as provided under any applicable law) with any of the Secretary of State of the States of Arizona, California, Georgia, New York or Washington.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

SURVIVING CORPORATION:
COMPUPAY:

COMPUPAY, INC.

By 

Charles W. Lathrop, Jr.
Its President

MERGING CORPORATIONS:

COMPUPAY OF FLORIDA, INC.

By 

Charles W. Lathrop, Jr.
Its President

PAY EASY SOLUTIONS - COMPUPAY, INC.

By 

Charles W. Lathrop, Jr.
Its President

SPINNAKER FINANCIAL SERVICES, INC.

By 

Charles W. Lathrop, Jr.
Its President

H10000192235 3

TOTAL PAY MANAGEMENT, INC.

By 

Charles W. Lathrop, Jr.
Its President

COMPUPAY CALIFORNIA, INC.

By 

Charles W. Lathrop, Jr.
Its President

COMPUPAY NEW YORK, INC.

By 

Charles W. Lathrop, Jr.
Its President

COMPUPAY OF ARIZONA, INC.

By 

Charles W. Lathrop, Jr.
Its President

BUSINESS TAX SERVICES, INC.

By 

Charles W. Lathrop, Jr.
Its President

EMPLOYEE BASICS, INC.

By 

Charles W. Lathrop, Jr.
Its President

2021962_1

H10000192235 3