

F28396

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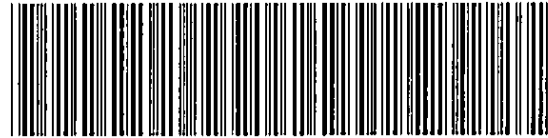
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Merger

FLORIDA FILING & SEARCH SERVICES, INC.

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DATE: 12/6/19

NAME: UNITED RETIREMENT PLAN CONSULTANTS, INC

TYPE OF FILING: MERGER

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: United Retirement Plan Consultants, 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:

Joseph D. Dansky

Contact Person

United Retirement Plan Consultants, Inc.

Firm/Company

165 Passaic Ave., Suite 103A

Address

Fairfield, NJ 07004

City/State and Zip Code

Joe.Dansky@ascensus.com

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

For further information concerning this matter, please call:

Joseph D. Dansky

Name of Contact Person

At (_____) _____

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

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
United Retirement Plan Consultants, Inc.	Florida	F28396

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Lamoriello & Co., Inc.	Rhode Island	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2019 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 09/23/2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 10/1/2019.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

United Retirement Plan Consultants, Inc.

JWZ

Joseph D. Dansky, Director

Lamoriello & Co., Inc.

[Signature]

Joseph D. Dansky, Director

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
United Retirement Plan Consultants, Inc.	Florida

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Lamoriello & Co., Inc.	Rhode Island

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the effective time of the merger, by virtue of the merger and without any action on the part of the parent corporation or the subsidiary corporation: (a) the outstanding stock of the subsidiary corporation shall be canceled without consideration; and (b) the outstanding stock of the parent corporation shall remain outstanding and is not affected by the merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

To comply with the Rhode Island Business Corporation Act Sections 7-1.2-1001 through 7-1.2-1006, the following provisions are incorporated into this plan of merger:

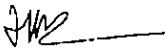
The parent corporation owns 100% of the outstanding shares of the subsidiary corporation.

The articles of incorporation of the parent corporations are the articles of incorporation of the surviving corporation.

The merger and all documentation necessary to effect the merger between the parent and the subsidiary corporation has been approved by joint unanimous consent of the board of directors and the sole shareholder of the parent corporation and the subsidiary corporation, respectively.

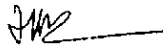
IN WITNESS WHEREOF, the parent corporation and the subsidiary corporation have caused this plan of merger to be duly executed by an authorized person.

UNITED RETIREMENT PLAN CONSULTANTS, INC.



Joseph D. Dansky, Senior Vice President

LAMORIELLO & CO., INC.



Joseph D. Dansky, Senior Vice President