

# F55056

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SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS

OCT 26 2015  
C LEWIS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 8, 2015

L.J. SCILLING / FOWLER RODRIGUEZ  
400 POYDRAS STREET 30TH FLOOR  
NEW ORLEANS, LA 70130 US

SUBJECT: HAYDEN, MILLIKEN & BOERINGER, P.A.  
Ref. Number: F55056

We have received your document for HAYDEN, MILLIKEN & BOERINGER, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 515A00021289

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Fowler, Rodriguez, Flint, Gray, McCoy & Sullivan L.L.P.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

L. J. Schilling

Contact Person

Fowler Rodriguez

Firm/Company

400 Poydras Street, 30th Floor

Address

New Orleans, LA 70130

City, State and Zip Code

lschilling@frfirm.com

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

For further information concerning this matter, please call:

L.J. Schilling

Name of Contact Person

at ( 504 ) 523-2600

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

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DIVISION OF CORPORATIONS  
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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hayden, Miliken, & Boeringer, P.A.	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Fowler, Rodriguez, Flint, Gray, McCoy & S	Louisiana	L.L.P.
+ Sullivan L.L.P.		

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**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.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

400 Poydras Street, 30th Floor

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New Orleans, LA 70130

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Fowler, Rodriguez, Flint, Gray, McCoy, & S	<i>[Signature]</i>	Louis J. Schilling, III
Hayden, Milliken, & Boeringer, P.A.	<i>[Signature]</i>	Reginald M. Hayden, Jr.
Hayden, Milliken, & Boeringer, P.A.	<i>[Signature]</i>	William B. Milliken
Hayden, Milliken, & Boeringer, P.A.	<i>[Signature]</i>	William R. Boeringer

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## PLAN OF MERGER

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15 OCT 23 PM 1:29

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hayden, Milliken & Boeringer, P.A.	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Fowler, Rodriguez, Flint, Gray, McCoy & Sullivan	Louisiana	L.L.P.

**THIRD:** The terms and conditions of the merger are as follows:

All assets and property of Hayden, Milliken & Boeringer, P.A., including liabilities, debts, cash on hand, credits, causes of action, claims and demands, and assets of any and every nature shall merge with that of Fowler, Rodriguez, Flint, Gray, McCoy, & Sullivan L.L.P. Effective as of the consummation of the merger, the surviving company assumes all the liabilities and obligations of the merged corporation including any tax liabilities or obligations arising out of or with respect to the corporate existence or privileges granted to property owned or operations carried on by each of said companies prior to the merger. The surviving entity shall be responsible for said liabilities and obligations in the same manner as if the surviving entity itself had incurred such liabilities and obligations.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

No interest, shares, obligations or other securities are required to be converted in this merger.

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

No rights to acquire interest, shares, obligations or other securities required to be converted in this  
merger.

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*(Attach additional sheet if necessary)*



**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

Limited liability partnership.

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Limited liability partnership.

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*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

N/A

*(Attach additional sheet if necessary)*