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F94446

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JUL 28 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002944110--2

-07/28/99--01059--018

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Clark, Den, Johnson and Fischer, Inc.  
merging into:

Massey, Clark, Fischer, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

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☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☒ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ After 4:30

☒ Pick Up

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Thanks, Melanie ☺

JUL 28

EFFECTIVE DATE

7-31-99

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CLARK, OEN, JOHNSON & FISCHER, INC., a Florida corporation, J43434

INTO

MASSEY INSURANCE AND FINANCIAL SERVICES, INC. which changed its  
name to

**MASSEY, CLARK, FISCHER, INC.**, a Florida corporation, F94446

File date: July 28, 1999, effective July 31, 1999

Corporate Specialist: Cheryl Coulliette

## ARTICLES AND PLAN OF MERGER

Pursuant to the provisions of §§607.1101 and 607.1105 of the Florida Statutes, the undersigned corporations are filing these Articles of Merger for the purpose of merging Clark, Oen, Johnson and Fischer, Inc. into Massey Insurance and Financial Services, Inc., which shall be the surviving corporation, and amending the Articles of Incorporation of the surviving corporation to change its name to Massey, Clark, Fischer, Inc.

1. The names of the corporations merging under these Articles of Merger are Clark, Oen, Johnson and Fischer, Inc. (hereafter called Clark) and Massey Insurance and Financial Services, Inc. (hereafter called Massey) both incorporated in the State of Florida.

2. Massey shall be the surviving corporation. Article I of its Articles of Incorporation is hereby amended to provide:

### ARTICLE I NAME OF THE CORPORATION

The name of this corporation shall be Massey, Clark, Fischer, Inc.

3. The manner and basis of converting the shares of Clark is as follows:

Each share of issued and outstanding \$1.00 par value common stock of Clark shall be converted into and exchanged for a .44776 fractional share of the \$.10 par value common stock of Massey.

4. These Articles and Plan of Merger were duly adopted by the Boards of Directors of each corporation party to the merger, at a special meeting held for such purpose on July 27, 1999 and approved

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by the unanimous vote of the stockholders of each corporation at a special meeting of such stockholders held on the same date.

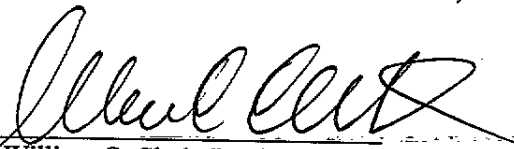
5. The Articles of Incorporation of Massey, as amended by these Articles of Merger, and the By-Laws of Massey in effect on the effective date, shall be the Articles of Incorporation and By-Laws of the surviving corporation.

6. On the effective date of the merger, the separate existence of Clark shall cease (except to the extent continued by statute), and all of its property rights, privileges and franchises of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments or other instruments, when deemed desirable by the surviving corporation to evidence such transfer, vesting, or devolution of any property, right, privilege or franchise shall at any time and from time to time, be made and delivered in the name of Clark by the last acting officers thereof, or by corresponding officers of the surviving corporation.

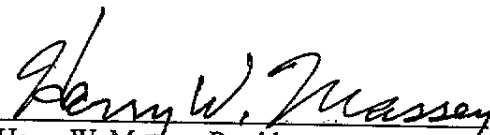
7. This merger shall be effective on July 31, 1999, or, if later, on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the President of Massey and Clark have signed these Articles of Merger  
this 27<sup>th</sup> day of July, 1999.

CLARK, OEN, JOHNSON AND FISCHER, INC.

By:   
William C. Clark, President

MASSEY INSURANCE AND FINANCIAL SERVICES,  
INC.

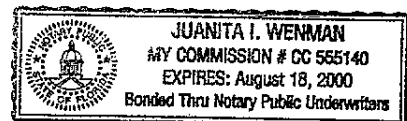
By:   
Harry W. Massey, President

STATE OF FLORIDA       )  
                                      )  
COUNTY OF PALM BEACH   )

The foregoing Articles of Merger were subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, this 27<sup>th</sup> day of July, 1999, by WILLIAM C. CLARK, the President of CLARK, OEN, JOHNSON AND FISCHER, INC., a Florida corporation, who is either personally known to me or who produced his driver's license as identification.

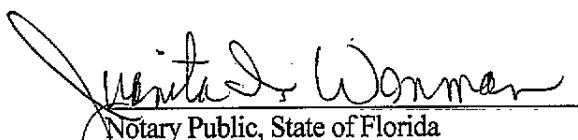
  
Notary Public, State of Florida

My Commission Expires:



STATE OF FLORIDA            )  
  )  
COUNTY OF PALM BEACH    )

The foregoing Articles of Merger were subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, this 27th day of July, 1999, by HARRY W. MASSEY, the President of MASSEY INSURANCE AND FINANCIAL SERVICES, INC., a Florida corporation, who is either personally known to me or who produced his driver's license as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

