

G33960

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SECRETARY OF STATE
TALLAHASSEE, FL



**DEWITT
ROSS & STEVENS^{SC}**
LAW FIRM

www.dewittross.com

Capitol Square Office
Two East Mifflin Street
Suite 600
Madison, WI 53703-2865
Tel 608-255-8891
Fax 608-252-9243

West Office
8000 Excelsior Drive
Suite 401
Madison, WI 53717-1914
Tel 608-831-2100
Fax 608-831-2106

Metro Milwaukee Office
13935 Bishop's Drive
Suite 300
Brookfield, WI 53005-6605
Tel 262-754-2840
Fax 262-754-2845

Please respond to: Capitol Square Office
Direct Line: 608-283-5639

April 28, 2006

Via Federal Express

Ms. Thelma Lewis
Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: James A. Palmer, DVM, P.A.
Ref. Number: G33960

Dear Ms. Lewis:

Enclosed is a copy of correspondence received from you regarding the proposed merger of James A. Palmer, DVM, P.A., a Florida professional association into a Wisconsin corporation. Pursuant to your and my subsequent telephone conversation, I have prepared Articles of Amendment to the Articles of Incorporation of James A. Palmer, DVM, P.A. to change the entity to a general business corporation. Enclosed are the original and a copy of the Cover Letter and Articles of Amendment along with our check in the amount of \$43.75 for the filing fee and a certified copy.

I have also enclosed the original and a copy of the Articles of Merger. I had previously submitted to you our check for the filing fee and a certified copy for the Articles of Merger.

Pursuant to our telephone conversation, I request that you file the Articles of Amendment and that you then file the Articles of Merger. Please then return certified copies of each of the filed documents to my attention in the enclosed preaddressed envelope.

If there are any questions regarding these filings or if you need any additional information or documentation, please contact me at 608-283-5639.

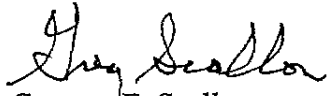
**DEWITT
ROSS & STEVENS_{LLC}**
LAW FIRM

Ms. Thelma Lewis
April 28, 2006
Page 2

Thank you for your courtesy in discussing with me the appropriate procedure to follow and for your assistance in completing these filings.

Very truly yours,

DEWITT ROSS & STEVENS s.c.

A handwritten signature in cursive script, appearing to read "Greg Scallon".

Gregory E. Scallon

GES:pje
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 10, 2006

GREGORY E. SCALLON
DEWITT, ROSS & STEVENS, P.A.
TWO EAST MIFFLIN STREET, SUITE 600
MADISON, WI 53703-2865

SUBJECT: JAMES A. PALMER, DVM, P.A.
Ref. Number: G33960

We have received your document for JAMES A. PALMER, DVM, P.A. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 621.13(3), Florida Statutes, states that a professional corporation or limited liability company shall exchange shares or merge only with other domestic professional corporations or limited liability companies organized under this act to render the same specific professional service, and a merger or consolidation with any foreign corporation or limited liability company is prohibited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 406A00024038



**DEWITT
ROSS & STEVENS^{LLC}**
LAW FIRM

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Brookfield, WI 53005-6605
Tel 262-754-2840
Fax 262-754-2845

Please respond to: Capitol Square Office
Direct line: 608-283-5639

March 27, 2006

VIA FEDERAL EXPRESS

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

RE: James A. Palmer, DVM, P.A.

Dear Sir/Madam:

Enclosed is an original and an exact copy of the Articles of Merger, including the attached Plan of Merger, for the merger of James A. Palmer, DVM, P.A., a Florida corporation, into James A. Palmer, DVM, Inc., a Wisconsin corporation. Also enclosed is our firm check in the amount of \$78.75 for the filing fee for each of the corporations, as well as for a certified copy.

The merger is to be effective March 31, 2006. Articles of Merger have also been filed at the Wisconsin Department of Financial Institutions with the same effective date.

If you have any questions or need any additional information, please contact the undersigned at 608-283-5639. Please return the certified copy to my attention at the capitol square office.

Thank you for your assistance.

Very truly yours,

DEWITT ROSS & STEVENS s.c.


Gregory E. Scallion

GES:kjs
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: James A. Palmer, DVM, 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:

Gregory E. Scallon
(Contact Person)

DeWitt Ross & Stevens S.C.
(Firm/Company)

2 East Mifflin Street, Suite 600
(Address)

Madison, WI 53703
(City/State and Zip Code)

For further information concerning this matter, please call:

Gregory E. Scallon At (608) 283-5639
(Name of Contact Person) (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)
James A. Palmer, DVM, Inc.	Wisconsin	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
James A. Palmer, DVM, Inc.	Florida	G33960

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 / / (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.)

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 March 21, 2006.

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 March 21, 2006.

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)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

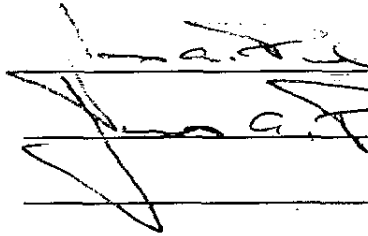
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

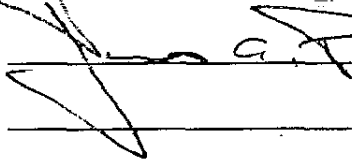
Typed or Printed Name of Individual & Title

James A. Palmer, DVM, Inc.



James A. Palmer, President

James A. Palmer, DVM, Inc.



James A. Palmer, President

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
See Attachment A.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
None.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
None.

ATTACHMENT A TO PLAN OF MERGER (Non Subsidiaries):

Fourth:

The shares of James A. Palmer, DVM, ~~Inc.~~, the Florida corporation, the non-surviving entity, shall be exchanged on a one-for-one basis for shares of James A. Palmer, DVM, Inc., the Wisconsin corporation, the surviving entity. The merger shall be effective upon filing of the Articles of Merger.