

To: FL Dept. of State  
Subject: 000173.81702

From: Katie Wonsch

Thursday, February 14, 2008 11:17 AM Page: 1 of 6

# G54893

Florida Department of State  
Division of Corporations  
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Fax Number : (850) 617-6380

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From:  
Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

000173.81702

## MERGER OR SHARE EXCHANGE

**CHEPENIK FINANCIAL SERVICES, INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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To: FL Dept. of State  
Subject: 000173.81702

From: Katie Wonsch

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850-617-6381

PAGE 001/001 Florida Dept of State



February 12, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.**

CHEPENIK FINANCIAL SERVICES, INC.  
1900 SUMMIT TOWER BLVD  
SUITE 170  
ORLANDO, FL 32810US

SUBJECT: CHEPENIK FINANCIAL SERVICES, INC.  
REF: G54893

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the directors and officers of the non-surviving corporation shall be the officers and directors of the surviving corporation, they should be listed in the merger.

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) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H08000036737  
Letter Number: 808A00009061

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
OF  
CHEPENIK MERGER SUB I, INC.  
AND  
CHEPENIK FINANCIAL SERVICES, INC.

To the Secretary of State  
State of Florida

FILED  
2008 FEB 12 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Chepenik Merger Sub I, Inc. with and into Chepenik Financial Services, Inc.

SECOND: The merger of Chepenik Merger Sub I, Inc. with and into Chepenik Financial Services, Inc. is permitted by the laws of the jurisdiction of organization of Chepenik Merger Sub I, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Chepenik Merger Sub I, Inc. was January 23, 2008.

THIRD: The shareholders of Chepenik Financial Services, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on January 23, 2008 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

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Executed on this 31<sup>st</sup> day of January, 2008.

Chepenik Merger Sub I, Inc.

By: 

Name: William R. Cheney

Capacity: President

Chepenik Financial Services, Inc.

By: 

Name: Barnett I. Chepenik

Capacity: President

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PLAN OF MERGER adopted by Chepenik Merger Sub I, Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on January 23, 2008, and adopted by Chepenik Financial Services, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 23, 2008. The names of the corporations planning to merge are Chepenik Merger Sub I, Inc., a business corporation organized under the laws of the State of Delaware, and Chepenik Financial Services, Inc., business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Chepenik Merger Sub I, Inc. plans to merge is Chepenik Financial Services, Inc.

1. Chepenik Merger Sub I, Inc. and Chepenik Financial Services, Inc., shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Chepenik Financial Services, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Chepenik Merger Sub I, Inc., which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger shall be the Articles of Incorporation of said Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the Non-Surviving Corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation. At the effective time of the merger, the directors and officers of the Surviving Corporation shall be as follows:

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<b>Directors</b>	
William R. Chetney	
William D. Cvengros	
<b>Officers</b>	
William R. Chetney	President
Bruce D. Nye	Chief Financial Officer
Stewart A. Smith	Secretary

5. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of Surviving Corporation or Non-Surviving Corporation: (i) Each Surviving Corporation Ownership Interest issued and outstanding immediately prior to the Effective Time of the Merger (other than any Dissenting Shares) shall be automatically canceled in exchange for, and converted into, the right to receive the Per Share Merger Consideration (as that term is defined in that certain Agreement and Plan of Merger dated February 1, 2008). (ii) Each share of common stock of Non-Surviving Corporation issued and outstanding immediately prior to the Effective Time of the Merger shall be converted into one share of common stock, no par value, of Surviving Corporation.

6. The merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Non-Surviving Corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Non-Surviving Corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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