

G64252

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

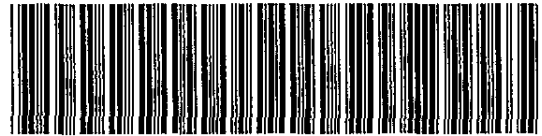
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Louis Schlitt, 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:

Glenn B. Grevengoed, J.D.
(Contact Person)

James A. Schorner, PA
(Firm/Company)

1702 Club Drive
(Address)

Vero Beach, FL 32963
(City/State and Zip Code)

For further information concerning this matter, please call:

Glenn B. Grevengoed
(Name of Contact Person)

At (772) 231-5300
(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)
Louis Schlitt, Inc.	Florida	G64252

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Quaker Meadows, Inc.	Florida	M96972

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
January 30, 2006 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
January 30, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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:

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: N/A

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Louis Schlitt, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Quaker Meadows, Inc.

Florida

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

The Shareholders of Quaker Meadows, Inc. will be issued shares of Louis Schlitt, Inc. in the same number as they held in Quaker Meadows, Inc. Said shares to be issued as additional shares of the surviving corporation. Said shares of the surviving corporation being the sole consideration for the merger.

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:

The Shareholders of Quaker Meadows, Inc. will be issued shares of Louis Schlitt, Inc. in the same number as they held in Quaker Meadows, Inc. Said shares to be issued as additional shares of the surviving corporation. *(Attach additional sheets if necessary)*

Typed or Printed Name of Individual & Title

Louis Schlitt, Director

Louis Schlitt, Director

Katherine A. Schlitt, Director

ACTION OF DIRECTORS WITHOUT MEETING

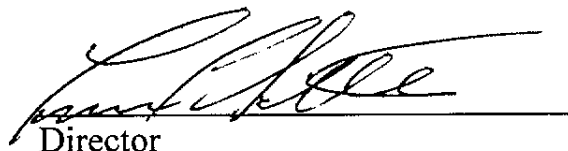
Since there has been submitted to this Board of Directors of Quaker Meadows, Inc. a plan providing for the merger of this corporation with Louis Schlitt, Inc.; and Since this board of directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with Louis Schlitt, Inc.: it is

Resolved, that the terms and conditions of the **plan of merger** submitted to this Board are approved and adopted, and that this corporation merge pursuant to the terms of such agreement; and Further resolved, that the president and secretary are authorized and directed to execute and deliver to Louis Schlitt, Inc., corporation(s)], in the name of the corporation, the **plan of merger** submitted to this Board, a copy of which is attached as Exhibit "A" and incorporated by reference;

Further resolved, that the officers of this corporation are authorized and directed to take such steps as they may deem necessary or proper to obtain the approval of the plan by the vote of the holders of at least a majority of the outstanding shares of this corporation; and

Further resolved, that January 30, 2006 is fixed as the record date for determination of shareholders of the corporation entitled to vote on the proposed merger.

Further resolved, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolution



Director

Director

Director

Director

ACTION OF DIRECTORS WITHOUT MEETING

Since there has been submitted to this Board of Directors of Louis Schlitt, Inc. a plan providing for the merger of this corporation with Quaker Meadows, Inc.; and Since this board of directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with Quaker Meadows, Inc.; it is


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Further resolved, that January 30, 2006 is fixed as the record date for determination of shareholders of the corporation entitled to vote on the proposed merger.

Further resolved, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolution



Director



Director

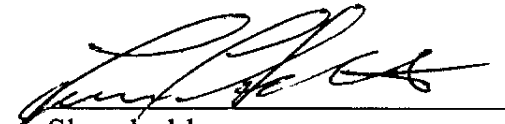
Director

Director

RESOLUTION

Since the board of directors of the Quaker Meadows, Inc., has approved a **plan of merger** at a meeting of directors duly held at 1702 Club Drive, Vero Beach, FL on January 30, 2006, and ordered the plan to be submitted to the shareholders for approval at this meeting as provided by law; it is

Resolved, that the shareholders of this corporation ratify and adopt the **plan of merger** dated January 30, 2006, between the corporation and Louis Schlitt, Inc., and direct the secretary of the corporation to insert a copy of the plan in the minute book of the corporation immediately following the minutes of this meeting; and Further resolved, that the officers of this corporation are authorized and directed to execute all documents and take any further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.


Shareholder

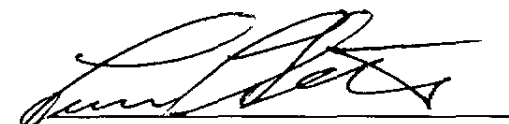

Shareholder

RESOLUTION

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Further resolved, that the officers of this corporation are authorized and directed to execute all documents and take any further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.


Shareholder
Shareholder