

H04227

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

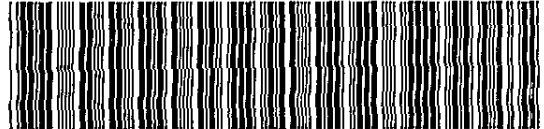
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300054716413

FILED

05 MAY 25 PM 4:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

05 MAY 25 PM 4:08

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Merger*

G. Coulllette MAY 25 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 392383 3487A  
AUTHORIZATION : *Patricia T. Pitt*  
COST LIMIT : \$ ~~88.00~~ 78.75

---

ORDER DATE : May 25, 2005

ORDER TIME : 1:41 PM

ORDER NO. : 392383-015

CUSTOMER NO: 3487A

CUSTOMER: Ms. Jennifer L. Shariff-bey  
Icard Merrill Cullis Timm  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

---

ARTICLES OF MERGER

S.J. GLAUSER, INC.

INTO

S.J. GLAUSER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: DEBBIE SKIPPER

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER  
OF  
S.J. GLAUSER, INC.,  
A FLORIDA CORPORATION  
INTO  
S.J. GLAUSER, INC.,  
A COLORADO CORPORATION**

FILED  
05 MAY 25 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FL

Pursuant to the provisions of Section 607.1109, F.S. and Sections 7-90-301, *et seq.* and 7-90-203 of the Colorado Revised Statutes, S.J. Glauser, Inc., a Florida corporation ("Disappearing Entity"), and S.J. Glauser, Inc., a Colorado corporation ("Surviving Entity") (the Surviving Entity and Disappearing Entity are hereinafter referred to as the "Constituent Entities"), adopt the following Articles of Merger:

**1. Name, Principal Office, Jurisdiction, and Type of Entity.** The exact name, street address of its principal office, jurisdiction, and entity type for each merging entity are as follows:

**a. Disappearing Entity.**

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Florida Document/ Registration Number</i>	<i>F.E.I. Number</i>
S.J. Glauser, Inc. 10391 Westminster Blvd. Westminster, CO 80020	Florida	Corporation	H04227	59-2416513

**b. Surviving Entity.**

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Colorado Document/ Registration Number</i>	<i>F.E.I. Number</i>
S.J. Glauser, Inc. 10391 Westminster Blvd. Westminster, CO 80020	Colorado	Corporation	20051124020	59-2416513

**2. Name, Principal Office, Jurisdiction, and Type of Entity of Surviving Entity.** The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving Entity are as follows:

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Colorado Document/ Registration Number</i>	<i>F.E.I. Number</i>
S.J. Glauser, Inc. 10391 Westminster Blvd. Westminster, CO 80020	Colorado	Corporation	20051124020	59-2416513

3. **Plan of Merger Requirements.** The Plan of Merger, annexed hereto as Exhibit 3 and made a part hereof ("Plan of Merger"), meets the requirements of Section 607.1107, F.S., and Section 7-90-301, *et seq.* and Section 90-203 of the Colorado Revised Statutes, and was approved by the Constituent Entities that is a party to the Plan of Merger in accordance with Chapter 607, F.S., and Section 7-90-301, *et seq.* and Section 90-203 of the Colorado Revised Statutes. The Plan of Merger was approved by the Constituent Entities in accordance with the respective laws of all applicable jurisdictions.

4. **Method of Accomplishing the Merger.** Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Entity's stock will be acquired by means of a merger of Disappearing Entity into Surviving Entity with Surviving Entity the surviving entity ("Merger").

5. **Appointment of Florida Secretary of State.** The Surviving Entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the Merger.

6. **Dissenters' Rights.** The Surviving Entity agrees to 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 Section 607.1302, F.S.

7. **Laws of All Applicable Jurisdictions.** The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of incorporation of any corporation that is a party to the Merger.

8. **Effective Date/Time.** The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

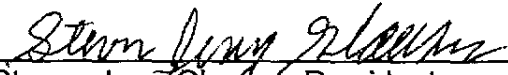
9. **Compliance with Applicable Jurisdiction.** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction. The Disappearing Entity is merged into the Surviving Entity pursuant to Section 7-90-203 of the Colorado Revised Statutes.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of April 24, 2005.

S.J. Glauser, Inc., a Florida corporation

By:   
Steven Jerry Glauser, President

**S.J. Glauser, Inc.,** a Colorado corporation

By:   
Steven Jerry Glauser, President

FAUSERS\BPC\CLIENTS\GIGLAUSER\JERRY\COLORADO\SJ-GLAUS.INC\ARTICLE1.MRG

**EXHIBIT 3**  
**PLAN OF MERGER**

**PLAN OF MERGER  
BY AND BETWEEN  
S.J. GLAUSER, INC.,  
A FLORIDA CORPORATION  
AND  
S.J. GLAUSER, INC.,  
A COLORADO CORPORATION**

FILED  
05 MAY 25 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIS PLAN OF MERGER** is entered into as of April 29, 2005, between S.J. Glauser, Inc., a Florida corporation (the "Disappearing Entity"), located at 10391 Westminster Boulevard, Westminster, CO 80020, and S.J. Glauser, Inc., a Colorado corporation (the "Surviving Entity"), located at 10391 Westminster Boulevard, Westminster, CO 80020 (collectively the "Constituent Entities"). The following Plan of Merger, which was adopted and approved by each party to the Merger in accordance with Section 607.1107, F.S. and Sections 7-90-301, *et seq.* and 7-90-203 of the Colorado Revised Statutes, is being submitted in accordance with Section 607.1107, F.S. and Section 7-90-301, *et seq.* and Section 7-90-203 of the Colorado Revised Statutes.

**RECITALS**

A. The Disappearing Entity, by the original Articles of Incorporation, as amended, of said corporation, filed in the Office of the Secretary of State of Florida, is presently authorized to issue: (i) five thousand (5,000) shares of Class A Voting Common Stock, having a par value of \$1.00 per share, of which three thousand (3,000) shares are duly issued and outstanding on the date hereof; (ii) forty-five thousand (45,000) shares of Class B Nonvoting Common Stock, having a par value of \$1.00 per share, of which twenty-seven thousand (27,000) shares are duly issued and outstanding on the date hereof; and (iii) and no shares of preferred stock.

B. The Surviving Entity, by the original Articles of Incorporation of said corporation, filed in the Office of the Secretary of State of Colorado, is presently authorized to issue ten thousand (10,000) shares of common stock, having a par value of \$1.00 per share, of which one thousand (1,000) shares are duly issued and outstanding on the date hereof, and no shares of preferred stock.

C. The Board of Directors of the Disappearing Entity and the Board of Directors of the Surviving Entity deem it advisable that the Disappearing Entity be merged into the Surviving Entity, under and pursuant to the provisions of this Plan of Merger ("Plan") and in accordance with the applicable statutes of the State of Florida and State of Colorado ("Merger").

**NOW, THEREFORE**, in consideration of the premises and the covenants herein contained, the Constituent Entities hereby agree, pursuant to the applicable laws of the State of Florida and the State of Colorado, that the Disappearing Entity shall be, and it

hereby is, as of the Effective Date of the Merger, merged into the Surviving Entity; and, that the terms and conditions of the Merger and the mode of carrying the same into effect are, and shall be as follows:

1. **Recitals.** The foregoing Recitals are hereby ratified and confirmed, are true, correct and complete and are hereby incorporated herein.

2. **Name and Jurisdiction of the Constituent Entities.**

a. Disappearing Entity.

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Florida Document/ Registration Number</i>	<i>F.E.I. Number</i>
S.J. Glauser, Inc. 10391 Westminster Blvd. Westminster, CO 80020	Florida	Corporation	H04227	59-2416513

b. Surviving Entity.

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Colorado Document/ Registration Number</i>	<i>F.E.I. Number</i>
S.J. Glauser, Inc. 10391 Westminster Blvd. Westminster, CO 80020	Colorado	Corporation	20051124020	59-2416513

3. **Merger; Effectiveness.** The name of the Surviving Entity shall be S.J. Glauser, Inc. and shall be governed by the laws of the State of Colorado. The purposes, powers and objects, identity, existence, privileges, franchises and immunities of the Surviving Entity are as described in the Surviving Entity's Articles of Incorporation, from and after the Effective Date of the Merger; and, the identity, existence, property, assets, rights, privileges, powers, franchises and immunities of the Disappearing Entity shall be merged with and into the Surviving Entity and the Surviving Entity shall be fully vested therewith. As of the Effective Date of the Merger, the separate existence of the corporate organization of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, pursuant to the laws of the State of Florida and State of Colorado.

4. **Distribution to Shareholders of the Constituent Entities.** The manner and basis of making distributions to the Shareholders of the Constituent Entities, and the extinguishment or substitution for their Shares shall be as follows:



The Shareholders of the Disappearing Entity shall surrender their certificate or certificates for all their shares of Stock in the Disappearing Entity to the Surviving Entity prior to the Effective Date of the Merger. Upon surrender to the Surviving Entity of the certificate or certificates of said shares of stock of the Disappearing Entity, said shares of stock shall be cancelled. As the Shareholders of the Disappearing Entity and the Shareholders of the Surviving Entity are the only Shareholders of both the Surviving Entity and the Disappearing Entity, and own the same percentage of the issued and outstanding shares of Stock of both the Surviving Entity and the Disappearing Entity, no additional shares of Stock of the Surviving Entity will be issued in exchange for the shares of Stock of the Disappearing Entity so surrendered and cancelled, and subsequent to the Effective Date of the Merger, the Shareholders of the Surviving Entity will continue as the only Shareholder of the Surviving Entity.

**5. Satisfaction of Rights of Disappearing Entity Shareholders.** All shares of Stock of the Surviving Entity, into which shares of Stock of the Disappearing Entity shall have been or would have been converted and become exchangeable for under this Agreement, shall be deemed to have been paid in full satisfaction of such converted Shares.

**6. Fractional Shares of Stock.** Fractional shares of Stock of the Surviving Entity will not be issued. Any Shareholder who shall be entitled to a fractional Share greater than one-half ( $\frac{1}{2}$ ) shall be entitled to one additional share of Stock, and any Shareholder who shall be entitled to a fractional share of Stock equal to less than one-half ( $\frac{1}{2}$ ) shall not receive any additional shares of Stock of the Surviving Entity.

**7. Effect of Merger.**

a. On the Effective Date of the Merger, the Surviving Entity shall possess, all and singular, the rights, privileges, immunities, powers and franchises of a public, as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Constituent Entities, and all property, real, personal and mixed, of each of the Constituent Entities and all debts due either of the Constituent Entities on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the Constituent Entities, shall be vested in the Surviving Entity; and, all property, rights, privileges, powers and franchises, and all and every other interest shall be, thereafter, as effectually the property of the Surviving Entity as they were of the several and respective Constituent Entities, and the title to any real estate vested by deed or otherwise in either of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity. The Surviving Entity may record a certified copy of the Articles of Merger in any county in which a Constituent Entity holds an interest in real property.

b. If, at any time after the Effective Date of the Merger, the Surviving Entity shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm or record in the Surviving Entity the title to any property, rights, privileges, powers and franchises of the Disappearing Entity or otherwise carry out the provisions of this Agreement, the proper Directors and Officers of the Disappearing Entity last in office shall execute and deliver, upon the Surviving Entity's request, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and franchises in the Surviving Entity, and otherwise to carry out the provisions of this Agreement.

**8. Filing with the Florida Secretary of State and Colorado Secretary of State.** The Disappearing Entity and Surviving Entity shall cause their respective President, or other duly designated Officer, to execute, or cause to be executed, and file Articles of Merger and a Statement of Merger in the form annexed to this Agreement, and upon the execution of this Agreement, shall be deemed incorporated by reference into the Articles of Merger and Statement of Merger, as if fully set forth in such Articles of Merger and Statement of Merger, and shall become an exhibit to such Articles of Merger and Statement of Merger. Thereafter, such Articles of Merger and Statement of Merger shall be delivered, for filing by the Surviving Entity, to the Florida Secretary of State and Colorado Secretary of State. In accordance with Section 607.1105, F.S. and Section 607.1107, F.S., and Section 7-90-301, *et seq.* and Section 7-90-203 of the Colorado Revised Statutes, the Articles of Merger and Statement of Merger shall be deemed to be effective on the Effective Date of the Merger.

**9. Termination; Abandonment.** Notwithstanding the provisions hereof, this Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger as follows:

a. by mutual consent of the Board of Directors of the Disappearing Entity and/or the Board of Directors of the Surviving Entity; and

b. by either the Board of Directors of the Disappearing Entity or by the Board of Directors of the Surviving Entity if the Merger shall not have been effected on or before the Effective Date of the Merger.

In the event of termination of this Agreement and abandonment of the Merger as aforesaid, pursuant to this Section, written notice thereof forthwith shall be given by such Constituent Entity to the other and thereupon this Agreement and the Merger shall become void and of no effect, without any liability on the part of either of the Constituent Entities or their respective Shareholders, Directors and Officers.

The Surviving Entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding

to enforce any obligation or any rights of any dissenting shareholders of each domestic corporation that is a party to the Merger.

**10. Amendment and Waiver.** Either Constituent Entity, may, at any time prior to the *Effective Date of the Merger*, by appropriate action taken and duly authorized in accordance with applicable law, waive any of the terms or conditions of this Agreement or agree to an amendment or modification of this Agreement by an agreement, in writing, executed in the same manner (but not necessarily by the same persons) as this Agreement; provided, however, after a favorable vote by the Shareholders of a party hereto, any such action shall be taken by that party only if, in the opinion of the Directors and Officers so acting, such amendment or modification will not have a material or adverse effect on the benefits intended under this Agreement for the Shareholders of such party and will not require re-solicitation of any proxies of such Shareholders.

**11. Counterparts.** For the convenience of the parties and to facilitate any required filing, this Agreement may be executed in one or more counterparts (including by means of facsimile signature pages), each of which shall be deemed an original but all of which shall constitute one and the same instrument.

**IN WITNESS WHEREOF**, each Constituent Entity has caused this Agreement to be executed by its appropriate duly authorized officer as of the date set forth above.

**SURVIVING ENTITY:**

**S.J. Glauser, Inc.**, a Colorado corporation

By: Steven Jerry Glauser  
Steven Jerry Glauser, President

**DISAPPEARING ENTITY:**

**S.J. Glauser, Inc.**, a Florida corporation

By: Steven Jerry Glauser  
Steven Jerry Glauser, President