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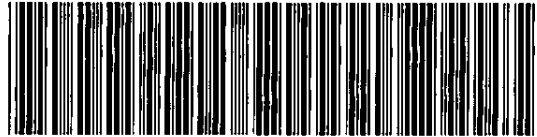
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

TB

5-7-09



April 6, 2009

**ATTORNEYS AT LAW**

100 NORTH TAMPA STREET, SUITE 2700  
TAMPA, FL 33602-5810  
P.O. BOX 3391  
TAMPA, FL 33601-3391  
813.229.2300 TEL  
813.221.4210 FAX  
foley.com

WRITER'S DIRECT LINE  
813.225.4182  
mannis@foley.com EMAIL

CLIENT/MATTER NUMBER  
999999-0352

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed for filing please find the original and two copies of the Articles of Merger of International Consultants & Development, Inc. into 214 Enterprises, Inc., together with a check in the sum of \$78.75. Please affix your "filed" stamp on both of the enclosed copies, and issue a Certificate of Status confirming the filing, and return them to me in the return envelope which has been enclosed for that purpose.

If you have any questions, please do not hesitate to contact me at the phone number shown above.

Thank you for your assistance in this regard.

Sincerely,

A handwritten signature in black ink, appearing to read 'Michael D. Annis'.

Michael D. Annis

MDA:dsj  
Enclosures

BOSTON  
BRUSSELS  
CHICAGO  
DETROIT

JACKSONVILLE  
LOS ANGELES  
MADISON  
MIAMI

MILWAUKEE  
NEW YORK  
ORLANDO  
SACRAMENTO

SAN DIEGO  
SAN DIEGO/DEL MAR  
SAN FRANCISCO  
SHANGHAI

SILICON VALLEY  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 15, 2009

MICHAEL D ANNIS  
FOLEY & LARDNER LLP  
PO BOX 3391  
TAMPA, FL 33601-3391

SUBJECT: INTERNATIONAL CONSULTANTS AND DEVELOPMENT, INC.  
Ref. Number: 454526

We have received your document for INTERNATIONAL CONSULTANTS AND DEVELOPMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the entity must be identical throughout the document.

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

Letter Number: 209A00012715

**ARTICLES OF MERGER  
OF  
INTERNATIONAL CONSULTANTS AND DEVELOPMENT, INC.  
INTO  
214 ENTERPRISES, INC.**

**FILED**  
2009 MAY -6 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Under Section 607.1105, Florida Statutes**

Pursuant to the provisions of Section 607.1105 of the *Florida Statutes*, the undersigned hereby certify by these Articles of Merger as follows:

**FIRST:** The names of the corporations which are parties to the merger are **INTERNATIONAL CONSULTANTS AND DEVELOPMENT, INC.**, a Florida corporation, and **214 ENTERPRISES, INC.**, a Florida corporation. The surviving corporation is **214 ENTERPRISES, INC.**, and it is to be governed by the laws of the State of Florida.

**SECOND:** The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

**THIRD:** The Agreement and Plan of Merger was duly adopted by (i) the stockholders of **INTERNATIONAL CONSULTANTS AND DEVELOPMENT, INC.** as of the 31<sup>st</sup> day of January, 2009, and (ii) the stockholders of **214 ENTERPRISES, INC.** as of the 31<sup>st</sup> day of January, 2009.

**FOURTH:** The Merger shall become effective in accordance with the filing of these Articles of Merger with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act, to be effective as of January 31, 2009.

**IN WITNESS WHEREOF**, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officer as of this 31<sup>st</sup> day of January, 2009.

**INTERNATIONAL CONSULTANTS AND  
DEVELOPMENT, INC.,**  
a Florida corporation

By:   
Paul D. Newell, President

**214 ENTERPRISES, INC.,**  
a Florida corporation

By:   
Paul D. Newell, President

Exhibit "A" - Agreement and Plan of Merger

**EXHIBIT "A"**

**AGREEMENT AND PLAN OF MERGER**

## **AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER**, dated as of this 31st day of January, 2009, is made and entered into by and between **INTERNATIONAL CONSULTANTS AND DEVELOPMENT, INC.**, a Florida corporation ("IC&D"), and **214 ENTERPRISES, INC.**, a Florida corporation (the "Surviving Corporation"). IC&D and the Surviving Corporation are sometimes referred to herein as the "Constituent Corporations".

### **WITNESSETH:**

**WHEREAS**, the Constituent Corporations are each corporations duly organized under the laws of the State of Florida; and

**WHEREAS**, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporations and its Shareholders that IC&D be merged into the Surviving Corporation which shall be the surviving corporation and that the name of the Surviving Corporation remain 214 ENTERPRISES, INC.; and

**WHEREAS**, for federal income tax purposes, it is intended that the merger shall qualify as a reorganization in accordance with the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended;

**NOW, THEREFORE**, the Constituent Corporations hereby agree that IC&D shall be merged with and into the Surviving Corporation in accordance with applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

### **ARTICLE I**

#### **The Constituent Corporations**

The names of the Constituent Corporations to the merger are **INTERNATIONAL CONSULTANTS AND DEVELOPMENT, INC.** and **214 ENTERPRISES, INC.**

#### **The Merger**

On the Effective Date (as hereinafter defined) IC&D shall be merged with and into the Surviving Corporation (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of *Florida Statutes* Chapter 607 ("Florida Law").

### **ARTICLE II**

#### **Effect of Merger**

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation which shall be the Surviving Corporation. From and after such filing, the separate existence of IC&D shall cease, while the corporate existence of the Surviving Corporation shall continue unaffected and unimpaired. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Law. The

Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

### **ARTICLE III**

#### **Articles of Incorporation and Bylaws; Officers and Directors**

The Articles of Incorporation and Bylaws of the Surviving Corporation as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

The persons who shall serve as the officers and the board of directors of the Surviving Corporation and the offices in which each shall serve are as follows:

<b>Name</b>	<b>Office</b>
Paul D. Newell	President and Director
Michael D. Annis	Vice President, Secretary/Treasurer and Director

### **ARTICLE IV**

#### **Treatment of Shares of Constituent Corporations**

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the shares of Common Stock of each of the Constituent Corporations currently held by the Shareholders of those corporations shall be treated in the following manner:

1. Each share of the Common Stock of the Surviving Corporation issued and outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall by virtue of the Merger and without any action on the part of the holder thereof, continue in existence as a share of the Common Stock of the Surviving Corporation and there shall be no distributions of cash or securities with respect thereto.



2. Each share of the Common Stock of IC&D issued and outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be canceled, and no cash, securities or other property shall be issued in respect thereof. Each record holder of an outstanding certificate or certificates which represent shares of IC&D shall surrender such certificates pursuant to this Agreement and Plan of Merger.

#### **ARTICLE V**

##### **Further Assurance**

If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Constituent Corporations, the last acting officers and Directors of the Constituent Corporations, as the case may be, or the corresponding officers or Directors of the Surviving Corporation shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

#### **ARTICLE VI**

##### **Approvals by Board of Directors and Shareholders**

This Agreement and Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation, and submitted to the Shareholders of each Constituent Corporation for approval as provided by Florida Law on or before the 31<sup>st</sup> day of January, 2009. If duly adopted by the requisite vote, Articles of Merger meeting the requirements of Florida Law shall be filed immediately in the appropriate office in the State of Florida.

#### **ARTICLE VII**

##### **Effective Date**

The Merger of IC&D into the Surviving Corporation shall become effective as of the 31<sup>st</sup> day of January, 2009, pursuant to the filing of the Articles of Merger in accordance with Florida Law. The date on which the Merger shall become effective is herein called the "Effective Date".

#### **ARTICLE VIII**

##### **Covenants of IC&D**

IC&D covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

#### **ARTICLE IX**

##### **Covenants of the Surviving Corporation**

The Surviving Corporation covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

**ARTICLE X**  
**Termination**

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

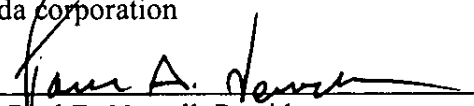
*[signatures on next page]*

**IN WITNESS WHEREOF**, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer as of the day and year above written.

**INTERNATIONAL CONSULTANTS AND  
DEVELOPMENT, INC.,**

a Florida corporation

By: \_\_\_\_\_

  
Paul D. Newell, President

**214 ENTERPRISES, INC.,**

a Florida corporation

By: \_\_\_\_\_

  
Paul D. Newell, President