

H59261

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PARENT, MARLAR & MODRAK, P.A., a Florida corporation, document number  
P97000009226

INTO

VARNAORE, TYLER, HOFFNER, KING, HAWTHORNE, HAMMER &  
STATHIS, P.A. which changed its name to

**CPA ASSOCIATES, P.A.**, a Florida corporation, H59261

File date: October 1, 1997

Corporate Specialist: Karen Gibson



4159261

ACCOUNT NO. : 072100000032

REFERENCE : 550078 7106972

AUTHORIZATION :

COST LIMIT :

PP

Patricia Pizzuto

ORDER DATE : October 1, 1997

ORDER TIME : 11:55 AM

ORDER NO. : 550078-005

CUSTOMER NO: 7106972

CUSTOMER: Michael M. Hamrick, Esq  
Hamrick Perrey Quinlan & Smith  
Suite 920  
1401 Manatee Avenue West  
Bradenton, FL 34205

122.50  
000002312010--8  
-10/06/97--01004-011  
\*\*\*\*210.00 \*\*\*\*122.50

70  
52.50

ARTICLES OF MERGER

MARLAR, MODRAK & CO., P.A.

INTO

VARNADEORE, TYLER, HOFFNER,  
KING, HAWTHORNE, HAMMER &  
STATHIS, P.A.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

Morgan/NC  
10-6

FILED  
97 OCT - 1 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 OCT - 1 PM 1:28  
DIVISION OF CORPORATION



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 2, 1997

CSC  
ANDREW CUMPER  
TALLAHASSEE, FL

SUBJECT: PARENT, MARLAR & MODRAK, P.A.  
Ref. Number: P97000009226

We have received your document for PARENT, MARLAR & MODRAK, P.A. and check(s) totaling \$210.00. However, your check(s) and document are being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name 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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 097A00048521

**RESUBMIT**

Please give original  
submission date as file date

RECEIVED  
97 OCT -3 PM 3:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
91 OCT - 1 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF

Parent, Marlar, Modrak, P.A., Florida Corporation,  
into  
Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer & Stathis, P.A., a Florida Corporation.

ARTICLES OF MERGER between Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer & Stathis, P.A., a Florida corporation ("Varnadore") and Parent, Marlar, Modrak, P.A., a Florida corporation ("Parent").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") Varnadore and Parent adopt the following Articles of Merger.

1. The Agreement and Plan of Merger ("Plan of Merger"), between Varnadore and Parent was approved and adopted by the shareholders and directors of Varnadore on September 29, 1997 and was adopted by the shareholders and directors of Parent on September 29, 1997.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Parent's stock will be acquired by means of a merger of Parent into Varnadore with Varnadore the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on October 1, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 29th day of September, 1997.

ATTEST:

(Corporate Seal)

Varnadore, Tyler, Hoffner, King, Hawthorne,  
Hammer & Stathis, P.A., a Florida corporation

By: N. Donald Varnadore  
N. Donald Varnadore, President

ATTEST:

(Corporate Seal)

Parent, Marlar, Modrak, P.A.  
a Florida corporation

By: Burdette R. Parent  
Burdette R. Parent, President

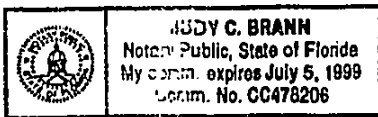
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of September, 1997 by N. Donald Varnadore, the President of Varnadore, Tyler, Hoffner, King, Hawthorne & Stathis, P.A., a Florida corporation, on behalf of the corporation. He

- ☒ is personally known to me; or  
☐ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or  
☐ produced the following identification: \_\_\_\_\_.

and did not take an oath.

(Affix Notary Seal)



Signature:

Judy C Brann  
NOTARY PUBLIC, State of Florida at Large

Typed name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

My Commission No.: \_\_\_\_\_

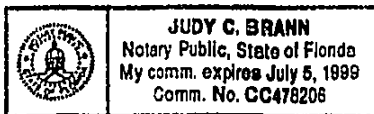
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of September, 1997 by Burdette R. Parent, the President of Parent, Marlar, Modrak, P.A. a Florida corporation, on behalf of the corporation. He

- ☒ is personally known to me; or  
☐ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or  
☐ produced the following identification: \_\_\_\_\_.

and did not take an oath.

(Affix Notary Seal)



Signature:

Judy C Brann  
NOTARY PUBLIC, State of Florida at Large

Typed name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

My Commission No.: \_\_\_\_\_

**PLAN OF MERGER BETWEEN**  
*Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer & Stathis, P.A.*, a Florida Corporation  
**AND**  
*Parent, Marlar, Modrak, P.A.*, a Florida Corporation

Merger between Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer & Stathis, P.A., (the "Surviving Corp.") and Parent, Marlar, Modrak, P.A. (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date are as follows:

Article I - Name

*CPA Associates, P.A.* shall be the name of this corporation.

In all other respects the Articles shall remain unchanged.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for .392790 shares of Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving

Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be October 1, 1997.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.