

K08897

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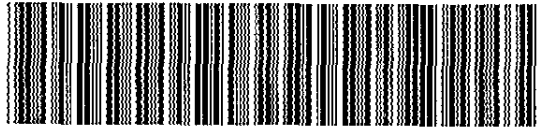
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F 06/23/03--01035--002 \*\*70.00

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REPLY TO: BRUCE A. MCDONALD  
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July 11, 2003

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

2-00020577902

06/23/03 01035 002 #71

RE: Articles of Merger; Bruce A. McDonald, P.A.  
Ref. Number: K08897

Dear Sirs:

Attached please find Articles of Merger and Plan of Merger for the following:

Florida Probate Law Firm, P.A., #59-3689142, Merging Corporation  
Bruce A. McDonald, P.A., #59-2861040, Surviving Corporation.

FILED  
2003 JUL 18 AM 8:19  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

We had originally submitted these on June 20, 2003, however used the wrong forms. Your office sent us correct forms and, hopefully, we have completed them appropriately and the Articles can be filed.

Also enclosed is a Certificate of Merger for same, with a duplicate original of the Articles of Merger attached. I ask that your office execute the Certificate of Merger and return a copy to me. If there is an additional charge, please let me know and I will promptly forward it.

Thank you for your consideration and if you have any questions or need additional information, please call me.

Very truly yours,

Bruce A. McDonald

C. Ocullette JUL 18 2003

RECEIVED  
03 JUL 18 AM 10:55  
DIVISION OF CORPORATIONS

\*Lost cover sheet

BAM/bmr  
Enc.



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 30, 2003

MCDONALD, FLEMING, MOORHEAD, ET AL  
BRUCE MCDONALD  
4300 BAYOU BLVD., STE. 13  
PENSACOLA, FL 32503-2671

SUBJECT: BRUCE A. MCDONALD, P.A.  
Ref. Number: K08897

We have received your document for BRUCE A. MCDONALD, P.A. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You have submitted the wrong form for filing a regular merger. The one you sent in was for a "cross entity" merger. I am including a form you can use to file this merger correctly.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 803A00039676

**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, F.S.

**First:** The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Bruce A. McDonald, P.A.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Florida Probate Law Firm, P.A.</u>	<u>Florida</u>
<u> </u>	<u> </u>
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FILED  
2003 JUL 18 AM 8:19  
TALLAHASSEE, FLORIDA

**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** 6 / 30 / 2003 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 June 30, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 June 30, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*



**PLAN OF MERGER**  
**(Non Subsidiaries)**

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

**First:** The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Bruce A. McDonald, P.A.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Florida Probate Law Firm, P.A.</u>	<u>Florida</u>
<u> </u>	<u> </u>
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<u> </u>	<u> </u>

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

Please see attached.

**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:

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

The present number of shares which the disappearing corporation is authorized to issue is 1,000 shares of \$1 par common stock, of which 100 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is 1,000 of \$1 par common stock, of which 50 shares are now issued and outstanding.

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation shall be as follows: Each shareholder of the disappearing corporation shall surrender his certificate to the surviving corporation during the 30 days following the effective date of the merger. Upon surrender to the surviving corporation of said shares, there shall be issued to the respective holders hereof, in substitution therefore, certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of one share of the surviving corporation for every two shares of the disappearing corporation, being a total issue of 50 shares of the surviving corporation for the entire 100 shares now issued and outstanding of the disappearing corporation. All such newly issued shares of the surviving corporation shall be subject to the terms of the shareholders agreement currently in effect between the shareholders and the corporation.

There shall be no changes in the articles of incorporation, by-laws, principal office or registered office of the surviving corporation.

The present directors, officers and registered agent of the surviving corporation shall continue as such until their successors are duly elected or appointed after the effective date of the merger.

The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the constituent corporation shall be, respectively, the state capital, capital surplus, and earned surplus of the surviving corporation.

The board of directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

STATE OF FLORIDA  
OFFICE OF THE DEPARTMENT OF STATE

CERTIFICATE OF MERGER  
OF FLORIDA CORPORATIONS INTO

BRUCE A. MCDONALD, P.A.

The undersigned, as Secretary of State of the State of Florida hereby certifies that duplicate originals of Articles of Merger of Bruce A. McDonald, P.A., a Florida corporation, and Florida Probate Law Firm, P.A., a Florida corporation, into Bruce A. McDonald, P.A., a Florida corporation, duly signed and verified pursuant to the provisions of the Florida General Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of Florida Probate Law Firm, P.A., into Bruce A. McDonald, P.A., and attaches hereto a duplicate original of the Articles of Merger.

Dated the \_\_\_\_ day of \_\_\_\_\_, 2003.

\_\_\_\_\_  
Secretary of State