

K34747

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TALLAHASSEE FLORIDA

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Merger  
10/1/07

**PULLUM & PULLUM, PA**  
ATTORNEYS AND COUNSELORS AT LAW

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September 24, 2007

**Via Federal Express**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Plan of Merger of Ells, Inc. and Ells St. Augustine, Inc.**

Dear Sir or Madam:

Enclosed please find Articles of Merger regarding the above referenced corporations. Also enclosed herewith is our check for \$113.75 for the filing fee and for a certified copy of same.

Please return all correspondence to this office.

Thanking you in advance for your prompt attention to this matter.

Very truly yours,

  
J. Stephen Pullum

[Signed in his absence to avoid delay in mailing]

JSP/rs

**Enclosures:**

- 2 Original Articles w/attached Plan of Merger
- Check
- Return Envelope

**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:

<b><u>Name</u></b>	<b><u>Jurisdiction</u></b>	<b><u>Document Number</u></b>
L.L. Swor, Inc.	Florida	K34747

**Second:** the name and jurisdiction of each **merging** corporation:

<b><u>Name</u></b>	<b><u>Jurisdiction</u></b>	<b><u>Document Number</u></b>
Ells, Inc.	Florida	P02000113303
Ells St. Augustine	Florida	P04000148661

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on October 1, 2007.

**Fifth:** The Plan of Merger was adopted by the Shareholders of the surviving corporation on September 20, 2007.

**Sixth:** The Plan of Merger was adopted by the sole Shareholder of each of the merging corporations on September 20, 2007.

**Seventh:** Signatories for each corporation.

**"Merging Corporations"**

**ELLS, INC.**

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**ELLS ST. AUGUSTINE, INC.**

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**"Surviving Corporation"**

**L.L. SWOR, INC.**

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**PLAN AND AGREEMENT OF MERGER  
OF  
ELLS, INC. AND ELLS ST. AUGUSTINE, INC.  
INTO  
L.L. SWOR, INC.**

This is a Plan and Agreement of Merger ("Agreement") among Ells, Inc., a Florida corporation, and Ells St. Augustine, Inc., a Florida corporation (the "Merging Corporations"), and L.L. Swor, Inc., a Florida corporation (the "Surviving Corporation").

1.01 Plan Adopted. This Plan of Merger of Ells, Inc., and Ells St. Augustine, Inc., and L.L. Swor, Inc., pursuant to Florida Statute §607.1101 and IRC §368(a)(1)(A), is adopted as follows:

- (a) Ells, Inc., a Florida corporation, and Ells St. Augustine, Inc., a Florida corporation, shall be merged with and into L.L. Swor, Inc., a Florida corporation, to exist and be governed by the laws of the State of Florida.
- (b) The name of the Surviving Corporation shall be L.L. Swor, Inc.
- (c) When this Agreement shall become effective, the separate corporate existence of Ells, Inc. and Ells St. Augustine, Inc. shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of Ells, Inc. and Ells St. Augustine, Inc. and shall be subject to all the debts and liabilities of the merging corporations in the same manor as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, with limited and lien to the property affected by the liens immediately prior to the merger.
- (d) The Surviving Corporation will carry on the business with the assets of Ells, Inc. and Ells St. Augustine, Inc., as well as with the assets of L.L. Swor, Inc.
- (e) The Shareholders of Ells, Inc. and Ells St. Augustine, Inc. will surrender all of their shares in the manner hereinafter set forth.
- (f) The Articles of Incorporation of L.L. Swor, Inc., as existing on the effective date of the merger shall continue in full force as the Article of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Articles.

1.02 The Effective Date of the Merger ("Effective Date") The Effective Date shall be October 1, 2007.

2.01 Pending Consummation of the Merger. Each of the constituent corporations will carry on its business in substantially the same manner as before and will use its best efforts to maintain its business organization intact.

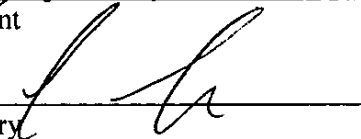
- 2.02 Approval of Board of Directors and Shareholders. The Agreement of Merger has been submitted to, and unanimously approved by the Board of Directors and Shareholders of all constituent corporations.
- 2.03 The Plan of Merger shall be submitted separately to the Shareholders of the constituent corporations in the manner provided by the laws of the State of Florida for approval.
- 2.04 The Merging Corporations shall be merged with and into the Surviving Corporation.
- 3.01 The Holders of shares of Ells, Inc. and Ells St. Augustine, Inc. shall surrender their shares to the Secretary of the Surviving Corporation promptly after the effective date. Since the Shareholders of the constituent corporations are the same, no new shares of the Surviving Corporation will be issued to the Shareholders of the merging corporations.
- 4.01 The present Board of Directors of L.L. Swor, Inc. shall continue to serve as the Board of Directors of the Surviving Corporation until:
- (a) The next annual meeting or until their successors have been elected and qualified;
  - (b) All persons who, as of the Effective Date of the merger shall be executive or administrative officers of L.L. Swor, Inc. and shall remain as officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall determine otherwise.

WITNESS WHEREOF, this Agreement was executed on September 22, 2007.

“Merging Corporations”

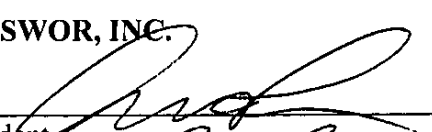
ELLS, INC.

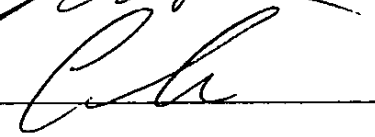
  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

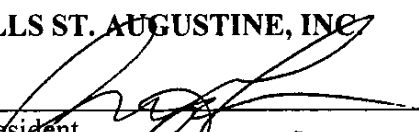
“Surviving Corporation”

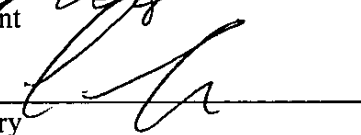
L.L. SWOR, INC.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

ELLS ST. AUGUSTINE, INC.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary