

K37380

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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13 SEP 25 PM 9:43
FBI
RECEIVED

EFFECTIVE DATE

9.30.2013

Merger/CC
(10) 10/2/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PrimePay of Florida, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fees are submitted for filing.

Please return all correspondence concerning this matter to following:

John Feyl
Contact Person

PrimePay of Florida, Inc
Firm/Company

5402 West Laure Street, Suite 109
Address

Tampa, Florida 33607
City/State and Zip Code

jfeyl@primepay.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joseph Carney At (800) 763-0415
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified Copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL. 32301

MAILING ADDRESS
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

9.30.2013

ARTICLES OF MERGER

(Profit Corporations)

FILED
13 SEP 25 AM 9:43
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

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:

| Name | Jurisdiction | Document Number (If known/applicable) |
|---------------------------|--------------|--|
| PrimePay of Florida, Inc. | Florida | K37380 |

Second: The name and jurisdiction of each merging corporation:

| Name | Jurisdiction | Document Number (If known/applicable) |
|------|--------------|--|
|------|--------------|--|

| | | |
|---|-----------------------------|-----------------------------|
| <u>PrimePay of Georgia, Inc.</u> | <u>GA</u> | <u> </u> |
| <u>PrimePay of Alabama, Inc.</u> | <u>AL</u> | <u> </u> |
| <u>PrimePay of Texas, Inc.</u> | <u>TX</u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |

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 9/30/13 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 September 23, 2013.

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 September 23, 2013.

[illegible]

PrimePay of Florida, Inc.

Mr. C. W. Carney
Mr. C. W. Carney
Mr. C. W. Carney
Mr. C. W. Carney

CFO

PrimePay of Georgia, Inc.

CFO

PrimePay of Texas, Inc.

CFO

PrimePay of Alabama, Inc.

CFO

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------------|---------------------|
| PrimePay of Florida, Inc. | Florida |

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

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------------|---------------------|
| <u>PrimePay of Georgia, Inc.</u> | <u>GA</u> |
| <u>PrimePay of Texas, Inc.</u> | <u>TX</u> |
| <u>PrimePay of Alabama, Inc.</u> | <u>AL</u> |
| <u> </u> | <u> </u> |

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

Plan of Merger, adopted Sept. 23, 2013, among PrimePay Florida, Inc., a Florida corporation, and PrimePay of Georgia, Inc., a Georgia corporation, PrimePay of Alabama, Inc., an Alabama corporation; PrimePay of Texas, Inc., a Texas corporation.

PrimePay of Florida Inc. (" Company') is a duly organized and subsisting Florida Corporation with authorized Common Stock of 1,000 shares of which the following Shares are issued and Outstanding and constituting all of the outstanding Equity in the Company.

| | | | |
|--------------------------------------|--------------|--------|---------------|
| PrimePay of Florida Shareholder #1 - | <u>739.9</u> | Shares | <u>73.99%</u> |
| PrimePay of Florida Shareholder #2 - | <u>150.1</u> | Shares | <u>15.01%</u> |
| PrimePay of Florida Shareholder #3 - | <u>50</u> | Shares | <u>5%</u> |
| PrimePay of Florida Shareholder #4 - | <u>20</u> | Shares | <u>2%</u> |
| PrimePay of Florida Shareholder #5 - | <u>20</u> | Shares | <u>2%</u> |
| PrimePay of Florida Shareholder #6 - | <u>20</u> | Shares | <u>2%</u> |

PrimePay of Georgia Inc. (" Company') is a duly organized and subsisting Georgia Corporation with authorized Common Stock of 10,000 shares of which the following Shares are issued and Outstanding and constituting all of the outstanding Equity in the Company.

| | | | |
|--------------------------------------|-------------|--------|------------|
| PrimePay of Georgia Shareholder #1 - | <u>7400</u> | Shares | <u>74%</u> |
| PrimePay of Georgia Shareholder #2 - | <u>1500</u> | Shares | <u>15%</u> |
| PrimePay of Georgia Shareholder #3 - | <u>500</u> | Shares | <u>5%</u> |
| PrimePay of Georgia Shareholder #4 - | <u>200</u> | Shares | <u>2%</u> |
| PrimePay of Georgia Shareholder #5 - | <u>200</u> | Shares | <u>2%</u> |
| PrimePay of Georgia Shareholder #6 - | <u>200</u> | Shares | <u>2%</u> |

PrimePay of Alabama Inc. (" Company') is a duly organized and subsisting Alabama Corporation with authorized Common Stock of 1,000 shares of which the following Shares are issued and Outstanding and constituting all of the outstanding Equity in the Company.

| | | | |
|--------------------------------------|------------|--------|------------|
| PrimePay of Alabama Shareholder #1 - | <u>740</u> | Shares | <u>74%</u> |
| PrimePay of Alabama Shareholder #2 - | <u>150</u> | Shares | <u>15%</u> |
| PrimePay of Alabama Shareholder #3 - | <u>50</u> | Shares | <u>5%</u> |
| PrimePay of Alabama Shareholder #4 - | <u>20</u> | Shares | <u>2%</u> |
| PrimePay of Alabama Shareholder #5 - | <u>20</u> | Shares | <u>2%</u> |
| PrimePay of Alabama Shareholder #6 - | <u>20</u> | Shares | <u>2%</u> |

PrimePay of Texas Inc. (" Company') is a duly organized and subsisting Texas Corporation with authorized Common Stock of 10,000 shares of which the following Shares are issued and Outstanding and constituting all of the outstanding Equity in the Company.

| | | | |
|------------------------------------|-------------|--------|------------|
| PrimePay of Texas Shareholder #1 - | <u>6400</u> | Shares | <u>64%</u> |
| PrimePay of Texas Shareholder #2 - | <u>2000</u> | Shares | <u>20%</u> |
| PrimePay of Texas Shareholder #3 - | <u>1000</u> | Shares | <u>10%</u> |
| PrimePay of Texas Shareholder #4 - | <u>200</u> | Shares | <u>2%</u> |
| PrimePay of Texas Shareholder #5 - | <u>200</u> | Shares | <u>2%</u> |
| PrimePay of Texas Shareholder #6 - | <u>200</u> | Shares | <u>2%</u> |

The Board of Directors, respectively deem it desirable and in the best interests of the corporations and their shareholders that PrimePay of Georgia, Inc.; PrimePay of Texas, Inc.; PrimePay of Alabama, Inc., be merged into PrimePay of Florida, Inc., and the corporations, respectively, desire that they so merge under and pursuant to the laws of the State of Florida, Georgia, Texas, and Alabama as applicable.

Fourth: The manner and basis of covering the shares of each corporation into shares obligations, or the securities of the surviving corporation or any other corporation or, in whole or in part, into cash or the 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:

The shareholders of PrimePay of Georgia, Inc.; PrimePay of Texas, Inc.; PrimePay of Alabama, Inc., (merging corporations) are the same shareholders in PrimePay of Florida, Inc. (surviving corporation). The shares are owned in different percentages. The shareholders in PrimePay of Georgia, Inc.; PrimePay of Texas, Inc.; PrimePay of Alabama, Inc., shall surrender their shares in return for shares in PrimePay of Florida, Inc., based upon the Companies respective contribution to total revenues of the Surviving Company, PrimePay of Florida, Inc. On the effective date of the merger, shares in Primepay of Florida Inc will be issued to all shareholders of Primepay of Georgia Inc., Primepay of Alabama Inc., and PrimePay of Texas Inc. and the resulting ownership in Primepay of Florida Inc. shall be as follows:

| | % Interest | Shares |
|---|------------|--------|
| Primepay of Florida Inc. Shareholder #1 | 73.36 % | 7336 |
| Primepay of Florida Inc. Shareholder #2 | 15.32% | 1532 |
| Primepay of Florida Inc. Shareholder #3 | 5.32% | 532 |
| Primepay of Florida Inc. Shareholder #4 | 2% | 200 |
| Primepay of Florida Inc. Shareholder #5 | 2% | 200 |
| Primepay of Florida Inc. Shareholder #6 | 2% | 200 |

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to Articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

On the effective date of the merger the name of the surviving corporation, PrimePay of Florida Inc., shall be changed to PrimePay Southeast Inc.

Other provisions relating to the merger are as follows"

1. **Name and purposes of surviving corporation.** The name of the Surviving Corporation shall be PrimePay of Florida Inc. The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it shall be set forth in the Articles of Incorporation of PrimePay of Florida, Inc., as amended, on the effective date of the merger, ~~viz., as set forth in Exhibit A which is attached hereto and made part hereof with the same force and effect as if herein set forth in full.~~ PrimePay of Florida, Inc., shall file all required forms to change its name to PrimePay of Southeast Inc. qualify to do business and conduct business under a fictitious name in accordance with the laws of the states of Florida, Georgia, Texas and Alabama. PrimePay of Florida, Inc.; PrimePay of Georgia, Inc.; PrimePay of Texas, Inc.; PrimePay of Alabama, Inc.; are sometimes hereinafter referred to as Constituent Corporations.
2. **Bylaws of surviving corporation.** On the effective date of the merger, the Bylaws of PrimePay of Florida, Inc., shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new Bylaws shall be adopted, in accordance with provisions thereof.
3. **Directors and officers of surviving corporation.** The Board of Directors of the Surviving Corporation shall consist of two directors, each of whom shall hold office until the annual meeting of the shareholders of the Surviving Corporation and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names, places of residence, and addresses of such directors are as follows:

Name

**City or Town of Residence and
Home Post Office Address**

M. Kevin Dugan

11611 Useppa Court
Naples, FL. 33942

Joseph L. Carney

9804 Brompton
Tampa, FL 33626

The principal officers of the Surviving Corporations, each of who shall hold office until his successor shall have been duly elected or appointed and shall have qualified or until his earlier death, resignation, or removal, and their respective offices, places of residence, and post office addresses, are as follows:

| <u>Office</u> | <u>Name</u> | <u>City or Town of Residence and Home Post Office Address</u> |
|---|------------------|---|
| Chairman of the Board/CEO President | M. Kevin Dugan | 11611 Useppa Court Naples, FL. 33942 |
| Treasurer | Joseph L. Carney | 9804 Brompton Tampa, FL 33626 |
| Secretary | Joseph L. Carney | 9804 Brompton Tampa, FL. 33626 |


The Surviving Corporation may have such other officers as shall be provided for in its Bylaws. If on the effective date of the merger a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices above specified by reason of the inability or failure of any of the above persons to accept a directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law or in the Bylaws of the Surviving Corporation.

4. **Effect of Merger.** On the effective date of the merger, PrimePay of Georgia, Inc.; PrimePay of Texas, Inc.; PrimePay of Alabama, Inc.; shall cease to exist separately and shall be merged with and into PrimePay of Florida, Inc. in accordance with provisions of this agreement and in accordance with the provisions of and with the effect provided in the laws of Florida, Georgia, Texas and Alabama, as amended. As provided therein, on the effective date of the merger the Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, as well as of a public as of a private nature and be subject to all restrictions, disabilities, and duties of each of the Constituent Corporations, and all singular, the rights, privileges, powers, franchises, and trust and fiduciary rights, powers, duties and obligations, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each

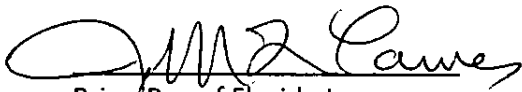
Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate, whether vested by deed or otherwise, in either of the Constituent Corporations 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 Corporations shall be reserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties have been incurred or contracted by the Surviving Corporation.

5. **Further instruments.** From time, as and when requested by the Surviving Corporation or by its successors or assigns, PrimePay of Georgia, Inc.; PrimePay of Texas, Inc.; PrimePay of Alabama, Inc.; will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable or in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this agreement.
6. **Principal Offices.** The location of principal of the Surviving Corporation shall be 5402 W. Laurel Street, Suite 109, Tampa, Florida 33607.

In witness whereof PrimePay of Florida, Inc. and PrimePay of Georgia, Inc.; PrimePay of Texas, Inc.; PrimePay of Alabama, Inc. have caused this agreement to be signed by all the shareholders as of September 23, 2013



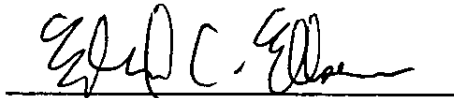
PrimePay of Florida Inc.
PrimePay of Georgia Inc.
Primepay of Texas Inc.
PrimePay of Alabama Inc.
M. Kevin Dugan
Shareholder #1
Date: 9-23-13



PrimePay of Florida Inc
PrimePay of Georgia Inc.
Primepay of Texas Inc.
PrimePay of Alabama Inc.

Joseph L. Carney
Shareholder #2

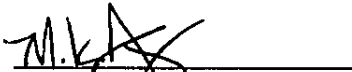
Date: 9-23-13



PrimePay of Florida Inc
PrimePay of Georgia Inc.
Primepay of Texas Inc.
PrimePay of Alabama Inc.

Edward Ellsasser
Shareholder #3

Date: 9/23/13



PrimePay of Florida Inc
PrimePay of Georgia Inc.
Primepay of Texas Inc.
PrimePay of Alabama Inc.

Michael Dugan
Shareholder #4

Date: 9/23/13



PrimePay of Florida Inc
PrimePay of Georgia Inc.
Primepay of Texas Inc.
PrimePay of Alabama Inc.

Mary Elizabeth Dugan
Shareholder #5

Date: 9/25/2013

John Dugan
PrimePay of Florida Inc
PrimePay of Georgia Inc.
Primepay of Texas Inc.
PrimePay of Alabama Inc.
John Dugan
Shareholder #6
Date: 9/23/13

PLAN OF MERGER

CORPORATE SEAL

ATTEST:

Joseph L. Carney
Secretary

PRIMEPAY OF FLORIDA, INC

BY:

M. Kevin Dugan
President

Majority of Board of Directors of PrimePay of Florida, Inc.

M. Kevin Dugan
M. Kevin Dugan

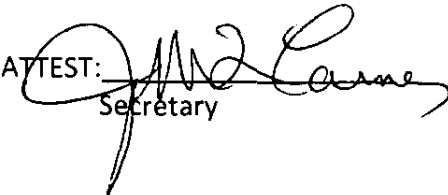
Edward Ellsasser
Edward Ellsasser

Joseph L. Carney
Joseph L. Carney

PLAN OF MERGER-CONTINUED

CORPORATE SEAL

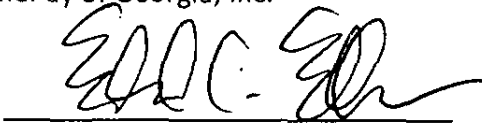
PRIMEPAY OF GEORGIA, INC.

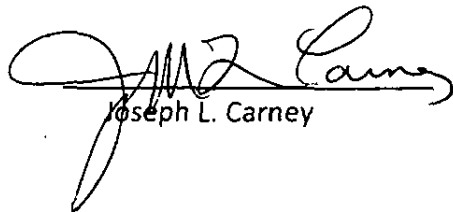
ATTEST: 
Secretary

BY: 
President

Majority of Board of Directors of PrimePay of Georgia, Inc.


M. Kevin Dugan

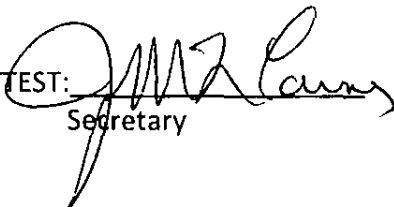

Edward Ellsasser


Joseph L. Carney

PLAN OF MERGER-CONTINUED

CORPORATE SEAL

PRIMEPAY OF TEXAS, INC.

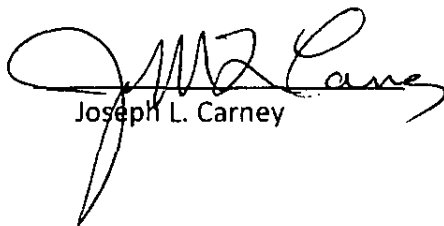
ATTEST: 
Secretary

BY: 
President

Majority of Board of Directors of PrimePay of Texas, Inc.


M. Kevin Dugan


Edward Ellsasser


Joseph L. Carney

PLAN OF MERGER-CONTINUED

CORPORATE SEAL

ATTEST:

Secretary

PRIMEPAY OF ALABAMA, INC.

BY:

President

Majority of Board of Directors of PrimePay of Alabama, Inc.

M. Kevin Dugan

Edward Ellsasser

Joseph L. Carney