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▲ BRYAN SEP 2-6 2005

FINANCIAL EXECUTIVE CONSULTANTS, INC.

***Financial, Estate & Tax Planning
Forensic Accounting & Management Services***

P.O. Box 18332
Tampa, Florida 33679-8332
813-282-0411

September 6, 2005

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Merger of N.M. of Clearwater, Inc. and
Employer Consultants, LLC

Dear Sir or Madam:

The enclosed and executed Articles of Merger with accompanying Plan of Merger are submitted for filing. My client is enclosing a check for \$60 payable to the Secretary of State, Division of Corporations, consisting of a \$25 fee for each Limited Liability Company and \$35 for each Corporation, for the filing fee.

Please return all correspondence concerning this matter to the undersigned at the above address and, for further information concerning this matter, please call me at the above number.

Your assistance is very much appreciated.

Sincerely,



W. Stephen McConnell

Enclosures as indicated.

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. N.M. OF CLEARWATER, INC. 2794 COUNTRY WAY CLEARWATER, FL 33763	FLORIDA	CORPORATION
Florida Document/Registration Number: P00000086762		FEI Number: 59-3672325
2. EMPLOYER CONSULTANTS, LLC 2794 COUNTRY WAY CLEARWATER, FL 33763	FLORIDA	LIMITED LIABILITY CO
Florida Document/Registration Number: L05000087770		FEI Number: APP'D FOR
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EMPLOYER CONSULTANTS, LLC	FLORIDA	LIMITED LIABILITY CO
2794 COUNTRY WAY		
CLEARWATER, FL 33763		

Florida Document/Registration Number: L05000087770

FEI Number: 59-3672325

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
N.M. OF CLEARWATER, INC.	FLORIDA
EMPLOYER CONSULTANTS, LLC	FLORIDA

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JUDICIAL CIRCUIT IN
ALACHUA COUNTY, FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
EMPLOYER CONSULTANTS, LLC	FLORIDA

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

The surviving party, Employer Consultants, LLC, shall acquire all assets, good will, and other attributes of the other party, N.M. of Clearwater, Inc. and the surviving party shall assume all liabilities and obligations of the other party to the merger. The sole officer, director and shareholder of the corporate party to the merger shall be the initial sole managing member of the surviving limited liability company and shall hold 100% of the interests in such company.

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

N.M. of Clearwater, Inc., is authorized to issue 7500 shares of common stock having a par value of \$1.00, of which 500 shares have been issued all to one stock holder, Nancy M. Lanier. Nancy M. Lanier is to surrender her 500 shares in N.M. of Clearwater, Inc. in the merger and shall hold 100% of the interest in Employer Consulting, LLC as its managing member.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The right to acquire any additional shares in N.M. of Clearwater, Inc. is extinguished by the merger. The right to received any additional interests in the surviving entity, Employer Consulting, LLC shall belong first to the only manager and member, Nancy M. Lanier.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

Not Applicable

If General Partner is a Non-Individual,

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Names	Address
Nancy M. Lanier	2794 COUNTRY WAY Clearwater, Florida 33763

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not Applicable

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EIGHTH: Other provisions, if any, relating to the merger:

None.

(Attach additional sheet(s) if necessary)