

L14684

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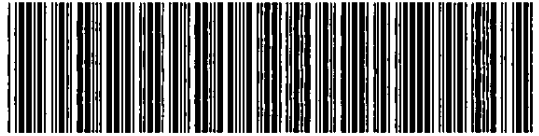
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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May 5, 2010

Florida Department of State
Amendment Section
Division of Corporations
PO Box 5327
Tallahassee, FL 32314

RE: Articles of Merger
Law Enforcement Development Company merging with Havis, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Merger and Plan of Merger for the above-named entity. I have enclosed the requisite fee of \$35.00 for each merging entity and \$35.00 for each surviving corporation, as well as the \$8.75 for a certified copy.

Should you have any questions or require additional information in order to facilitate this merger, please do not hesitate to contact me.

Thank you for your time and assistance in this regard.

Very truly yours,


Michael O'Hara Peale Jr.

MOP/m
Enclosures

LANCASTER OFFICE
132 E. Chestnut Street
Lancaster, PA 17602
Telephone: 717-393-1400
Facsimile: 717-393-8565

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Havis, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Michael O'Hara Peale, Jr., Esquire

Contact Person

Timoney Knox, LLP

Firm/Company

400 Maryland Drive, PO Box 7544

Address

Fort Washington, PA 19034-7544

City/State and Zip Code

mpeale@timoneyknox.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael O'Hara Peale, Jr., Esquire

Name of Contact Person

At (215)

540-2642

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, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

EFF
June 1

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Havis, Inc.	Pennsylvania	156196

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Law Enforcement Development Co.	Florida	L14684

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SECRETARY OF STATE
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 06 / 01 / 2010 (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____

May 3, 2010 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____

May 3, 2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Pennsylvania

The name and jurisdiction of each subsidiary corporation:

Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Effective as of the 1st day of June, 2010 (the "Effective Date") Law Enforcement Development Company, a Florida corporation and wholly owned subsidiary (the "Subsidiary") of Havis, Inc., a Pennsylvania corporation (the "Surviving Parent") will merge with and into the Surviving Parent, with the Parent being the Surviving Entity. As of the Effective Date, the Surviving Parent will assume all of the regular obligations and succeed to all the assets and rights of the Subsidiary, and all outstanding shares of the capital stock of the Subsidiary shall be cancelled.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: