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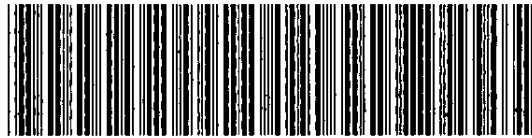
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08 JUN 12 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts JUN 13 2008



June 6, 2008

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 323214

Re: Articles of Merger
Vince Pendl, Inc.

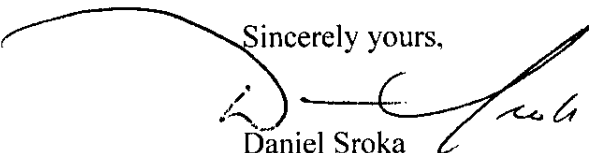
Dear Sir or Madam:

Enclosed for filing with your office please find:

1. Cover Letter
2. Articles of Merger
3. Plan of Merger
4. My check in the amount of Seventy Eight and 75/100 Dollars (\$78.75) for the applicable filing fee, recorded as follows: \$35.00 for one merging corporation, \$35.00 for one surviving corporation, and \$8.75 for a certified copy.

Please feel free to call me should you have any questions.

Sincerely yours,



Daniel Sroka
Attorney at Law

Enc.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VINCE PENDL, 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:

DANIEL SROKA, ESQ.

(Contact Person)

DANIEL SROKA, PC

(Firm/Company)

P.O. BOX 1658

(Address)

GREENSBORO, NC 27402

(City/State and Zip Code)

For further information concerning this matter, please call:

DANIEL SROKA

(Name of Contact Person)

At (336) 282-5584

(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)

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)
VINCE PENDL, INC.	NORTH CAROLINA	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
VINCE PENDL, INC.	FLORIDA	

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CLERK 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 / / (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 MAY 13, 2008.

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 MAY 13, 2008.

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)

Typed or Printed Name of Individual & Title

VINCE PENDL - PRESIDENT

VINCE PENDL - PRESIDENT

PLAN OF MERGER

(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:

Name

Jurisdiction

VINCE PENDL, INC.

NORTH CAROLINA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

VINCE PENDL, INC.

FLORIDA

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

The merging corporation shall be deemed merged with and into the surviving corporation, with all assets, liabilities, and obligations of the merging corporation to become assets, liabilities, and obligations of the surviving corporation. As of the effective date of the merger, the board of directors and officers, respectively, of the merging corporation shall become the board of directors and officers, respectively, of the surviving corporation. As of the effective date of the merger, the articles of incorporation and bylaws, respectively, of the surviving corporation shall be the articles of incorporation and bylaws, respectively, of the merged entities.

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: Effective as of the merger, each share of issued and outstanding share of capital stock of the merging corporation shall be deemed converted into one share of capital stock of the surviving corporation.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A