

M80316

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Goshawk Service Inc M80316
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

*Surviving corp
not qualified
in Fla*

Merger

Examiner's Initials

FILED

98 SEP -4 PM 1:53

RECEIVED

98 SEP -4 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

GOSHAWK SERVICES, INC., a Florida corporation (Document #M80316)

INTO

GOSHAWK SERVICES, INC.. a Delaware corporation not qualified in Florida

File date: September 4, 1998

Corporate Specialist: Louise Flemming-Jackson

ARTICLES OF MERGER
of
GOSHAWK SERVICES, INC.
(a Florida corporation)
and
GOSHAWK SERVICES, INC.
(a Delaware corporation)

FILED
98 SEP -4 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

- FIRST:** Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging Goshawk Services, Inc., a Florida corporation ("Goshawk Florida") with and into Goshawk Services, Inc., a Delaware corporation ("Goshawk Delaware").
- SECOND:** All the shareholders of both Goshawk Florida and Goshawk Delaware entitled to vote on the aforesaid Plan and Agreement of Merger approved and adopted the Plan and Agreement of Merger by unanimous written consent in lieu of meeting of the shareholders on August 24, 1998.
- THIRD:** The merger of Goshawk Florida with and into the Goshawk Delaware is permitted by the laws of the jurisdiction of organization of Goshawk Delaware, being the state of Delaware, and has been authorized in compliance with said laws.

Dated: August 24, 1998

GOSHAWK SERVICES, INC.
(a Florida corporation)



By: _____
Lloyd De Vos, Secretary

GOSHAWK SERVICES, INC.
(a Delaware corporation)



By: _____
Lloyd De Vos, Secretary

PLAN AND AGREEMENT OF MERGER

OF

**GOSHAWK SERVICES, INC.
(a Florida corporation)**

AND

**GOSHAWK SERVICES, INC.
(a Delaware corporation)**

This Plan and Agreement of Merger was entered into on August 24, 1998 by Goshawk Services, Inc., a Florida corporation ("Goshawk Florida"), and approved by resolution adopted by its Board of Directors on said date, and by Goshawk Services, Inc., a Delaware corporation ("Goshawk Delaware"), and approved by resolution adopted by its Board of Directors on the same date.

WHEREAS, the Florida Business Corporation Act permits a merger of a Florida corporation with and into a corporation of another jurisdiction; and

WHEREAS, the Delaware General Corporation Law permits the merger of a corporation of another jurisdiction with and into a Delaware corporation; and

WHEREAS, Goshawk Delaware and Goshawk Florida, and their respective Boards of Directors, deem it advisable and to the advantage, welfare, and best interests of both corporations and their respective stockholders to merge Goshawk Florida into Goshawk Delaware pursuant to the provisions of the Florida Business Corporation and the Delaware General Corporation Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, Goshawk Florida and Goshawk Delaware agree as follows:

1. Goshawk Florida shall be merged into the Goshawk Delaware. Goshawk Delaware shall continue to exist under its present name pursuant to the provisions of the Delaware General Goshawk Delaware Law. In accordance with the provisions of the Florida Business Goshawk Delaware Act, the separate existence of Goshawk Florida shall cease at the effective time of the Merger.
2. This Merger is intended to be a merger falling within the provisions of §368(a)(1)(F) of the Internal Revenue Code on 1986 as only effectuating a change in the corporate domicile of Goshawk Florida.
3. The provisions of the Certificate of Incorporation of Goshawk Delaware shall not be amended as a result of the Merger.

4. The provisions of the Bylaws of Goshawk Delaware shall not be amended as a result of the Merger.
5. The directors and officers of Goshawk Florida who are in office at the effective time of the Merger shall become the directors and officers of Goshawk Delaware until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of Goshawk Delaware. The directors and officers of Goshawk Delaware shall leave office at the effective time of the Merger.
6. Each issued and outstanding ten shares of Goshawk Florida shall be converted into one share of Goshawk Delaware at the effective time of the Merger. Each issued and outstanding share of Goshawk Delaware shall be cancelled at the effective time of the Merger.
7. The Agreement of Merger herein made and approved shall be submitted to the shareholders of Goshawk Florida for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Delaware Act, and shall be submitted to the shareholders of Goshawk Delaware for their approval or rejection in the manner described by the provisions of the Delaware Business Corporation Law.
8. In the event that this Agreement of Merger shall have been fully approved and adopted by the shareholders of Goshawk Florida and Goshawk Delaware, both Goshawk Florida and Goshawk Delaware shall cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the state of Delaware and elsewhere to effectuate the Merger.
9. The Board of Directors and the proper officers of Goshawk Florida and Goshawk Delaware are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or the Merger.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of Goshawk Florida and Goshawk Delaware on this 24th day of August, 1998.

GOSHAWK SERVICES, INC.
(a Delaware corporation)

By: _____

Lloyd De Vos, President

GOSHAWK SERVICES, INC.
(a Florida corporation)

By: _____

Lloyd De Vos, Secretary