

Jan. 14, 2014 0:51 AM

no. Rossway Moore Swan

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Florida Department of State
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Division of Corporations
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From:

Account Name : ROSSWAY MOORE & SWAN, P.L.
Account Number : I20050000159
Phone : (772) 564-7844
Fax Number : (772) 564-7845

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address:

lee@bethwe.com

**MERGER OR SHARE EXCHANGE
BETH WALSH ERIKSEN, INC.**

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Beth Walsh Eriksen, Inc.
Name of Surviving Party

Please return all correspondence concerning this matter to:

John E. Moore, III

Contact Person

Rossway Moore Swan, P.L.

Firm/Company

2101 Indian River Blvd., Ste. 200

Address

Vero Beach, FL 32960

City, State and Zip Code

lee@bethwe.com

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

For further information concerning this matter, please call:

John E. Moore, III at (772) 231-4440

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
14 JAN 14 PM 1:05
TALLAHASSEE, FL

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BETHWE, Inc.	Florida	Corporation
Beth Walsh Eriksen, Inc.	Florida	Non-Profit Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beth Walsh Eriksen, Inc.	Florida	Non-Profit Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
BETHWE, Inc.	<u>Beth Walsh Eriksen</u>	Beth Walsh Eriksen
Beth Walsh Eriksen, Inc.	<u>Beth Walsh Eriksen</u>	Beth Walsh Eriksen
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BETHWE, Inc.	Florida	Corporation
Beth Walsh Eriksen, Inc.	Florida	Non-Profit Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beth Walsh Eriksen, Inc.	Florida	Non-Profit Corporation

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

See Attachment A

(Attach additional sheet if necessary)

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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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Attachment A

(Attach additional sheet if necessary)

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

See Attachment A

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See Attachment A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

See Attachment A

(Attach additional sheet if necessary)

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ATTACHMENT A – PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is entered into between BETH WALSH ERIKSEN, INC., a Florida non-profit corporation (the "**Surviving Corporation**"), and BETHWE, Inc, a Florida corporation (the "**Merging Corporation**").

1. The Merging Corporation shall be merged into the Surviving Corporation.
2. The merger shall become effective as of December 31, 2013 (the "**Effective Date**").
3. The outstanding shares of the Merging Corporation shall, as of the Effective Date, be cancelled.
4. Upon the Effective Date, the Surviving Corporation shall have the following percentage shares:

Beth Walsh Eriksen	50%
Lee Kimball	50%

5. The Surviving Corporation shall acquire all assets of, and assume all debts and obligations of, the Merging Corporation.
6. The Merging Corporation represents and warrants that it has no obligations that would impair the charitable purpose of the Surviving Corporation.
7. The shareholders of the Surviving Corporation and the members of the Merging Corporation acknowledge and agree that this Agreement of Merger and the related Certificate of Merger are being entered into without any recourse against any other shareholder or member, the Surviving Corporation, or the Merging Corporation, and such parties hereby waive and release any claims any such party may have against any other party hereto.
8. The Surviving Corporation shall be managed by its Board of Directors.

IN WITNESS WHEREOF, the parties executed this Agreement as of the Effective Date.

"Surviving Corporation"

"Merging Corporation"

BETH WALSH ERIKSEN, INC., a
Florida non-profit corporation

BETHWE, Inc., a Florida corporation


BETH WALSH ERIKSEN, Director


BETH WALSH ERIKSEN, Director

Witness: Rossway Moore Swan, Secretary of Beth Walsh Eriksen, Inc. and Bethwe, Inc. on January 14, 2014 at Rossway Moore Swan, Florida.

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