

3/22/17 Mar. 22, 2017 10:34AM

Division of Corporations

No. 2291 P. 1

# Florida Department of State

## Division of Corporations Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : LAW OFFICES OF JOHN E MOORE, III, PLLC  
Account Number : I20140000039  
Phone : (772)234-8344  
Fax Number : (772)234-8339

MAR 23 2017

R. WHITE

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

Email Address: jmoore@moorelawvero.com

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

### MERGER OR SHARE EXCHANGE

Vero Beach Pipe & Drum Band, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	<del>\$110.00</del>

60.00

17 MAR 22 PM 8:06

Electronic Filing Menu

Corporate Filing Menu

Help

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Vero Beach Pipe & Drum Band, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

John E. Moore, III, Esquire

Contact Person

The Law Offices of John E. Moore, III, PLLC

Firm/Company

3240 Cardinal Drive, Suite 200

Address

Vero Beach, Florida 32963

City, State and Zip Code

jmoore@moorelawvero.com

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

For further information concerning this matter, please call:

John E. Moore, III

Name of Contact Person

at ( 772 ) 234-8344

Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$52.50

**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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Mar. 22. 2017 10:35AM

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No. 2291 P. 3

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FILED

**Certificate of Merger  
For  
Florida Partnership**

The following Certificate of Merger is submitted in accordance with s. 620.8918, 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>
Vero Beach Pipes and Drums	Florida	General Partnership
Vero Beach Pipe & Drum Band, 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>
Vero Beach Pipe & Drum Band, Inc.	Florida	Non-Profit Corporation

**THIRD:** The date the merger is effective under the governing laws of the surviving party is: the date this Certificate of Merger is filed

**(NOTE: If survivor is a Florida partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida partnership, effective date shall be as provided in the governing law of the surviving party.)**

**FOURTH:** The merger was approved by each party as required by its governing law.

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**FIFTH:** If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.8919(2), F.S., are as follows:

Street address:

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Mailing address:

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**SIXTH:** Other provisions, if any, relating to the merger:

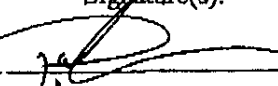
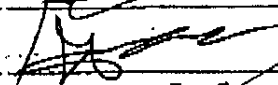

—See Attached Plan of Merger

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**SEVENTH:** Signature(s) for Each Party:

(Merger must be signed by all general partners of each partnership and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Vero Beach Pipes and Drums		John Thompson, Partner
Vero Beach Pipes and Drums		Jacob S. Craig, Partner
Vero Beach Pipe & Drum Band, Inc.		Jacob S. Craig, Director

**Fees:** Filing Fees: \$25.00 Per Party  
Certified Copy: \$52.50 (Optional)  
Certificate of Status: \$8.75 (Optional)

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### PLAN OF MERGER

1. Introduction and Identification of Entities. THIS PLAN OF MERGER (the "Plan") is entered into between VERO BEACH PIPE & DRUM BAND, INC., a Florida Non-Profit Corporation, and VERO BEACH PIPES AND DRUMS, a Florida General Partnership (the "constituent organizations"). VERO BEACH PIPE & DRUM BAND, INC., a Florida Non-Profit Corporation, shall be the "surviving organization".

2. Terms and Conditions. The terms and conditions of the merger are as follows:

- a. WHEREAS, JACOB S. CRAIG and JOHN THOMPSON each hold a 50% general partnership interest in VERO BEACH PIPES AND DRUMS, which are, collectively, all of the outstanding interests in VERO BEACH PIPES AND DRUMS.
- b. WHEREAS, JACOB S. CRAIG is the sole incorporator of VERO BEACH PIPE & DRUM BAND, INC.
- c. WHEREAS, VERO BEACH PIPE & DRUM BAND, INC. is organized on a non-stock basis and has no members. Under its articles of incorporation, the authority for all its affairs shall be in its board of directors.
- d. WHEREAS, no initial directors were named in the articles of incorporation of VERO BEACH PIPE & DRUM BAND, INC. and no directors have yet been elected.
- e. WHEREAS, pursuant to Florida Statutes §617.0803, a board of directors must consist of three or more individuals.

NOW, THEREFORE:

- a. The constituent organizations shall be merged into the surviving organization.
- b. The merger shall become effective as of the date of the filing of the Certificate of Merger (the "Effective Date").
- c. No changes to the surviving organization's organizational documents will occur as a result of the merger.
- d. JACOB S. CRAIG, as incorporator, elects JACOB S. CRAIG, JOHN THOMPSON, and GEORGE ALEXANDER ROSS as the initial directors of VERO BEACH PIPE & DRUM BAND, INC. This election shall be deemed to have taken place immediately prior to any actions by such initial directors hereunder. In this manner, the general partnership interests of VERO BEACH PIPES AND DRUMS are converted to the authority of directors in VERO BEACH PIPE & DRUM BAND, INC. Pursuant Florida Statutes §617.0205, JACOB S. CRAIG's signature hereon shall constitute his written consent evidencing this action.
- e. As a result of the application of Florida Statutes §620.8919, when the merger becomes effective:
  - i) The surviving organization continues;

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- ii) Each constituent organization that merges into the surviving organization ceases to exist as a separate entity;
- iii) Title to all real estate and other property owned by each constituent organization that ceases to exist vests in the surviving organization without reversion or impairment;
- iv) All debts, liabilities, and other obligations of each constituent organization that ceases to exist continue as obligations of the surviving organization;
- v) An action or proceeding pending by or against any constituent organization that ceases to exist may be continued as if the merger had not occurred;
- vi) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent organization that ceases to exist vest in the surviving organization; and
- vii) The terms and conditions of this Plan shall take effect;
- viii) The merger does not dissolve VERO BEACH PIPES AND DRUMS and Florida Statutes §§ 620.8801-620.8807 shall not apply.

3. Consent to Election of Directors. By his signature below, JACOB S. CRAIG, as incorporator, consents to the election of JACOB S. CRAIG, JOHN THOMPSON, and GEORGE ALEXANDER ROSS as the initial directors of VERO BEACH PIPE & DRUM BAND, INC.

4. Consent and Approval of General Partners. By their signatures below, the general partners of VERO BEACH PIPES AND DRUMS consent to and approve of this Plan pursuant to Florida Statutes §620.8918.

5. Consent, Approval, and Adoption of Directors. By their signatures below, the directors of VERO BEACH PIPE & DRUM BAND, INC. consent to, approve of, and adopt this Plan pursuant to Florida Statutes §§ 617.0821 and 617.1103(b), and authorize JACOB S. CRAIG to sign the certificate of merger to be filed with the Florida Department of State in connection with this Plan as "Authorized Representative".

6. Legal Representation. This Plan has been prepared by the Law Offices of John E. Moore, III, PLLC (the "Law Firm") which represents only VERO BEACH PIPE & DRUM BAND, INC. and GEORGE ALEXANDER ROSS with respect to this Plan and the merger related thereto. The Law Firm has advised all other parties to seek independent counsel.


**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]**

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**"Surviving Corporation"**


VERO BEACH PIPE & DRUM BAND,  
INC., a Florida Non-Profit Corporation,  
by:

  
JACOB S. CRAIG, Incorporator and  
Director

3/17/17  
Date

  
JOHN THOMPSON, Director

3-20-17  
Date

  
GEORGE ALEXANDER ROSS,  
Director

3/17/17  
Date

**"Merging Company"**

VERO BEACH PIPES AND DRUMS, a  
Florida General Partnership, by:

  
JACOB S. CRAIG, Partner

3/17/17  
Date

  
JOHN THOMPSON, Partner

3-20-17  
Date