

P00000005082

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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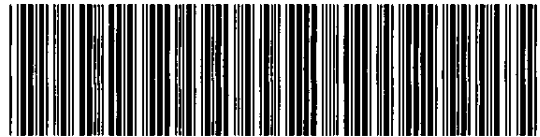
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
Tkuri
12-9-08

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December 3, 2008

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: F&M Boca Properties, Inc.
P00000005082

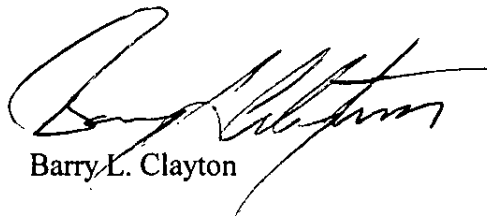
Dear Sir or Madame:

Enclosed please find the original and one copy of the Articles of Merger which merges Royal Palm Montessori Academy, Inc. (P00000005088) into F&M Boca Properties, Inc. (P00000005082). Also enclosed is this firm's check for the sum of \$78.75 in full payment of the filing fees (\$35.00 x 2) and certified copy fee (\$8.75). Please file the Articles of Merger and return a certified copy to me.

Immediately after the above merger, the surviving corporation F&M Boca Properties, Inc. will be changing its name to Royal Palm Montessori Academy, Inc. Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation of F&M Boca Properties, Inc. which changes the corporate name to Royal Palm Montessori Academy, Inc. Also enclosed is this firm's check for the sum of \$52.50 in full payment of the filing fee (\$35.00), certified copy fee (\$8.75) and certificate of status fee (\$8.75). Please file the Articles of Amendment and return the certified copy and certificate of status to me.

Thank you in advance for your immediate attention to this matter. If you have any questions with respect to the foregoing, please feel free to call me.

Sincerely,



Barry L. Clayton

BLC/gb
Enclosures

ARTICLES OF MERGER
(Profit Corporation)

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SECRETARY OF STATE

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 is F&M Boca Properties, Inc., a Florida corporation (P00000005082).

SECOND: The name and jurisdiction of the merging corporation is Royal Palm Montessori Academy, Inc., a Florida corporation (P00000005088).

THIRD: The Agreement and 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.

FIFTH: The Agreement and Plan of Merger was adopted by the Board of Directors of the surviving corporation on November 21, 2008 and shareholder approval was not required.

SIXTH: The Agreement and Plan of Merger was adopted by the Board of Directors of the merging corporation on November 21, 2008 and shareholder approval was not required.

SEVENTH: The surviving corporation, the sole shareholder of merging corporation, reviewed the Agreement and Plan of Merger, consented to its terms and waived the thirty (30) day notice requirement set forth in Section 607.1104(3), Florida Statutes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 21st day of November, 2008.

F&M BOCA PROPERTIES, INC.

By: 

Fernando Rodriguez, President

AGREEMENT & PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 21st day of November, 2008, by and between F&M Boca Properties, Inc., a Florida corporation ("F&M"), and Royal Palm Montessori Academy, Inc., a Florida corporation ("RPM") and wholly-owned subsidiary of F&M.

WITNESSETH:

WHEREAS, F&M has authorized capital stock consisting of seven thousand five hundred (7,500) shares of common stock, par value \$1.00 per share ("F&M Common Stock"), of which one thousand (1,000) shares are issued and outstanding and held by Fernando Rodriguez (444.5 shares), Migdalia Rodriguez (444.5 shares) and Dayami Rodriguez (111.0 shares).

WHEREAS, RPM has authorized capital stock consisting of seven thousand five hundred (7,500) shares of common stock, par value \$1.00 per share ("RPM Common Stock"), of which nine hundred ninety-nine (999) shares are issued and outstanding and held by F&M.

WHEREAS, F&M and RPM desire that RPM merge with and into F&M and that F&M shall continue as the surviving corporation in such merger, upon such terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the parties hereto agree as follows:

ARTICLE I

Merger

1.1 Merger. Subject to the terms and conditions of this Agreement, RPM shall be merged with and into F&M (the "Merger") in accordance with the provisions of the Florida Business Corporation Act ("Act"), the separate existence of RPM shall cease and F&M shall be the surviving corporation (hereinafter sometimes referred to as "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Florida. The Surviving Corporation shall succeed, insofar as permitted by law, to all property, rights and assets of and exercise all the powers, privileges and franchises of RPM and shall assume and be liable for all of the debts, liabilities and obligations of RPM.

1.2 Effective Time of Merger. The Merger shall be effective upon completion of the filing of appropriate Articles of Merger with the Secretary of State of Florida in accordance with the Act (the "Effective Time of Merger").

ARTICLE II
Name, Articles of Incorporation, By-Laws,
Directors and Officers of Surviving Corporation

2.1 Name of Surviving Corporation. The name of the Surviving Corporation shall be F&M Boca Properties, Inc., a Florida corporation, subject to the name change provided for in Section 2.2 hereof.

2.2 Articles of Incorporation. As of the Effective Time of Merger, Article I of the Articles of Incorporation of F&M shall be amended to read in its entirety as follows:

The name of the corporation shall be ROYAL PALM
MONTESSORI ACADEMY, INC.

The Articles of Incorporation of F&M in effect immediately prior to the Effective Time of Merger, as so amended, shall be the Articles of Incorporation of the Surviving Corporation after the Effective Time of Merger.

2.3 By-Laws. The By-Laws of F&M in effect at the Effective Time of Merger shall be the By-Laws of the Surviving Corporation after the Effective Time of Merger.

2.4 Directors and Officers. The directors and officers of the Surviving Corporation after the Effective Time of Merger shall be as follows until expiration of their current terms as such, or prior resignation, removal or death, subject to the provisions of the Articles of Incorporation and By-Laws of the Surviving Corporation:

Migdalia Rodriguez	-	President & Director
Fernando Rodriguez	-	Vice President, Treasurer & Director
Dayami Rodriguez	-	Secretary & Director

ARTICLE III
Cancellation of Stock

3.1 Cancellation of Stock. At the Effective Time of Merger, each share of RPM Common Stock issued and outstanding and held by F&M immediately prior to the Effective Time of Merger shall be cancelled without any consideration being issued or paid therefore.

ARTICLE IV
Conditions

4.1 Board of Directors Approval. Consummation of the Merger is subject to, as of or prior to the Effective Time of Merger, the adoption and approval of this Agreement and the Merger by the Board of Directors of F&M and RPM and the expiration of the thirty (30) day notice period or the waiver thereof by the stockholders of RPM all pursuant to the provisions of Section 607.1104 of the Act.

ARTICLE V

General

5.1 Termination and Abandonment. At any time prior to the consummation of the Merger, this Agreement may be terminated and the Merger abandoned by the Board of Directors of F&M.

5.2 Amendment. This Agreement may be amended at any time prior to the Effective Time of Merger by the Board of Directors of F&M.

5.3 Headings. The headings set forth herein are inserted for convenience of reference only and are not intended to be part of, or to effect the meaning of interpretation of this Agreement.

5.4 Counterparts. This Agreement may be executed in two or more counterparts, each of which shall constitute an original, and all of which, when taken together, shall constitute one and the same instrument.

5.5 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed on its behalf and attested by its officers hereunto duly authorized, all as of the day and year first above written.

F&M BOCA PROPERTIES, INC.
a Florida corporation

By: 
Fernando Rodriguez, President

Attest: 
Fernando Rodriguez, Secretary

ROYAL PALM MONTESSORI ACADEMY, INC.
a Florida corporation

By: 
Migdalia Rodriguez, President

Attest: 
Dayami Rodriguez, Secretary