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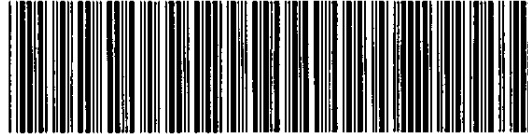
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JUL 14 2015  
R. WHITE

15 JUL 13 PM 2:14  
TALLAHASSEE, FLORIDA

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July 9, 2015

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**RE: Articles of Merger – R.F. Trevisan Enterprises, Inc. with and into R.F.  
Trevisan Acquisition, Inc.**

Dear Sir/Madam:

Enclosed are Articles of Merger of R.F. Trevisan Enterprises, Inc. with and into R.F. Trevisan Acquisition, Inc. for filing together with the filing fee of \$70.00. Also enclosed is a copy which we would appreciate if you could stamp filed and return to our office in the enclosed self-addressed, stamped envelope.

If you need anything further, please let us know.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J. Stephen Pullum /ms".

J. Stephen Pullum

JSP/lms  
Enclosures

cc: R. Scott Trevisan

15 JUL 13 PM 2:13  
TALLAHASSEE, FLORIDA


**ARTICLES OF MERGER**  
**R.F. TREVISAN ENTERPRISES, INC.**  
**WITH AND INTO**  
**R.F. TREVISAN ACQUISITION, INC.**

The undersigned corporations do hereby certify with respect to the Merger of R.F. Trevisan Enterprises, Inc., a Florida Corporation (the "Merging Corporation"), with and into R.F. Trevisan Acquisition, Inc., a North Carolina Corporation (the "Surviving Corporation"), that:

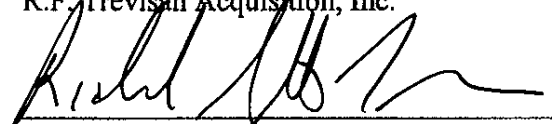
1. A copy of the executed Plan and Agreement of Merger between the Merging Corporation and the Surviving Corporation is attached to and incorporated into these Articles of Merger as Exhibit A (the "Plan of Merger").
2. The Plan of Merger was adopted by the sole shareholder and directors of the Merging Corporation on June 19, 2015 and by the sole shareholder and directors of the Surviving Corporation on June 19, 2015.
3. These Articles of Merger shall be effective on the filing of same with the Secretary of State of North Carolina.

DULY EXECUTED and delivered by a duly authorized officer of each of the Surviving Corporation and the Merging Corporation, respectively, effective as of June 19, 2015.

R.F. Trevisan Enterprises, Inc.

  
Richard F. Trevisan, President

R.F. Trevisan Acquisition, Inc.

  
Richard Scott Trevisan, President

# EXHIBIT

## **A**

### PLAN OF MERGER

PLAN AND AGREEMENT OF MERGER  
BY WHICH  
R.F. TREVISAN ENTERPRISES, INC.  
MERGES WITH AND INTO  
R.F. TREVISAN ACQUISITION, INC.

This is a Plan and Agreement of Merger ("Agreement") between R.F. Trevisan Enterprises, Inc., a Florida Corporation ("Merging Corporation"), and R.F. Trevisan Acquisition, Inc., a North Carolina Corporation ("Surviving Corporation"), and by which Merging Corporation and Surviving Corporation, in consideration of the mutual promises and the terms and conditions set forth below (mutuality, adequacy and sufficiency of which are hereby acknowledged), hereby agree as follows:

#### ARTICLE 1. PLAN OF MERGER

ARTICLE 1.01. A Plan of Merger of R.F. TREVISAN ENTERPRISES, INC. and R.F. TREVISAN ACQUISITION, INC., pursuant to North Carolina General Statute §55-11-01 and 55-11-05 as to the Surviving Corporation and Florida Statute §§607.1108 and 607.1104 as to the Merging Corporation, is adopted as follows:

- (a) This Plan and Agreement of Merger sets forth the terms and conditions of the Merger (the "Merger") of Merging Corporation with and into Surviving Corporation. Surviving Corporation owns 100% of the issued and outstanding shares of Merging Corporation.
- (b) Merger will otherwise have the effect provided under the laws of the States of Florida and North Carolina.
- (c) It is the intention of Merging Corporation and Surviving Corporation that the Merger be treated as a complete liquidation of Merging Corporation in compliance with §332 of the Internal Revenue Code of 1986, as amended.
- (d) Pursuant to Florida Business Corporation Act §607.1105, each of Merging Corporation and Surviving Corporation will execute and file Articles of Merger with the Secretary of State of Florida.
- (e) Pursuant to North Carolina Business Corporation Act §55-11-05, each of Surviving Corporation and Merging Corporation will execute and file Articles of Merger with the Secretary of State of North Carolina.
- (f) The Merger will be effective on the filing of the Articles of Merger with the Secretary of State of North Carolina.

- (g) R.F. Trevisan Enterprises, Inc. shall be merged with and into R.F. Trevisan Acquisition, Inc., to exist and be governed by the laws of the State of North Carolina.
- (h) The manner and basis of converting, cancelling or extinguishing shares of Merging Corporation and Surviving Corporation will be as follows:
- a. Stock of Merging Corporation. At the effective date of the Merger, each share of stock of Merging Corporation issued and outstanding immediately prior to the Effective Time of the Merger, including any shares that are then held in Merging Corporation's treasury, will, by virtue of the Merger and without any further action on the part of any Merging Corporation shareholder be extinguished and cancelled.
  - b. The shareholders of the R.F. Trevisan Enterprises, Inc. will retain their shares as shares in the Surviving Corporation in the same amount as before the Plan of Merger. No additional shares need be issued by the Surviving Corporation since it owned all shares of the R.F. Trevisan Enterprises, Inc., which has been merged into the Surviving Corporation.
  - c. The Articles of Incorporation of the R.F. Trevisan Acquisition, Inc., as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation, except the name of the Surviving Corporation shall be R.F. TREVISAN ENTERPRISES, INC. effective upon the filing of the Articles of Merger. All other terms of the Articles of Incorporation shall continue in full force until altered, amended, or repealed as provided in the Articles or as provided by law.
  - d. The Bylaws of Surviving Corporation as in effect as the effective time of the Merger will continue to be the Surviving Corporation's Bylaws until altered, amended, or repealed as provided therein.
  - e. At the effective time of the Merger, the persons who are the directors and officers of Surviving Corporation immediately prior to the Merger becoming effective will continue to be Surviving Corporation's directors and officers.

#### EFFECTIVE TIME.

1.02. The effective time of the Merger ("Effective Time") shall be the time when the Articles of Merger are delivered to the Secretary of State.

#### CONTROLLING LAW.

2.01. Whatever the validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of North Carolina.

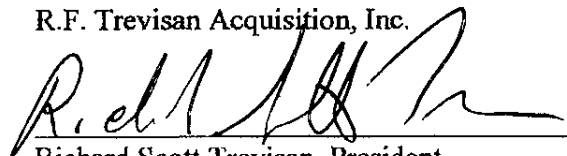
IN WITNESS WHEREOF this Agreement was executed on the 19 day of June, 2015.

R.F. Trevisan Enterprises, Inc.



Richard F. Trevisan, President

R.F. Trevisan Acquisition, Inc.



Richard Scott Trevisan, President

This instrument was prepared by J. Stephen Pullum, Esq. whose address is: Pullum & Pullum, P.A., 1330 Citizens Boulevard, Suite 701, Leesburg, Florida 34748. Telephone: (352) 728-3060; Facsimile: (352) 728-0003; E-Mail: [steve.pullum@pullumlaw.com](mailto:steve.pullum@pullumlaw.com)

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