

7/19/2022 1:57PM

Division of Corporations

No. 0616 P. 1

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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*Effective date 7-31-22*

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To:

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

From:

Account Name : GREEN SCHOENFELD & KYLE LLP  
Account Number : I20000000177  
Phone : (239)936-7200  
Fax Number : (239)936-7997

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

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
DIANE S BOUTIN PA**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

**A. RAMSEY  
JUL 20 2022**

**ARTICLES OF MERGER***effective date 7-31-22***FILED**

2022 JUL 19 AM 11:55

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** entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
DIANE S BOUTIN PA	FL	PA	P00000105799

**SECOND:** The name and jurisdiction of each **merging** eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
SMITH CONSULTANTS INC.	FL	CORP	P94000039294

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed 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:

**JULY 31, 2022**

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Name of Entity/Organization:

DIANE S BOUTIN PA

SMITH CONSULTANTS INC.

Signature(s):

*[Handwritten signature of Diane S. Boutin]*  
*[Handwritten signature of Diane M. Smith]*

Typed or Printed  
Name of Individual:

DIANE S. BOUTIN

DIANE M. SMITH

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

*(If no directors selected, signature of incorporator.)*

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made effective as of July 31, 2022 (the "Effective Date"), by and among:

- (i) Smith Consultants Inc., a Florida corporation ("Smith Consultants"); and
- (ii) Diane S Boutin PA, a Florida professional association (the "Corporation").

WHEREAS, the parties hereto desire to submit and adopt a plan of merger in accordance with Sections §§ 607.1109 and 607.0123 of the Florida Statutes;

WHEREAS, the parties hereto deem it advisable Smith Consultants be merged into the Corporation pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida;

WHEREAS, it is the intent of the parties hereto the shares of Common Stock of Smith Consultants shall be merged into the Common Stock of the Corporation;

NOW, THEREFORE, the parties hereto agree as follows:

1. **Transfer of Property and Liabilities.** Upon the Effective Date of the merger, the separate existence of Smith Consultants shall cease; and the Common Stock of Smith Consultants shall be merged into the Common Stock of the Corporation, excepting the Common Stock in Smith Consultants held by the Corporation shall be deemed cancelled. Upon the filing of Articles of Merger and this Agreement with the State of Florida, the Corporation shall possess all of the rights, privileges, immunities, powers, and purposes, and all of the property, real and personal, causes of action, and every other asset of Smith Consultants, and shall assume and be liable for all of the liabilities, obligations, and penalties of Smith Consultants, in accordance with the Florida Business Corporation Act.
2. **Continuation of Florida Corporation.** Following the merger, the existence of the Corporation shall continue unaffected and unimpaired by the merger, with all the rights, privileges, immunities, and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Florida; the Articles of Incorporation and the Bylaws of the Corporation, as in effect on the Effective Date, shall continue in full force and effect and shall not be changed in any manner by the merger; the directors and officers of the Corporation immediately prior to the Effective Date shall continue as the directors and officers of the Corporation without impairment; but the shares of the common capital stock of the Corporation shall henceforth be owned as follows, and any of the Corporation's officers may cause the Corporation to issue new certificates in the Corporation to document and effectuate such ownership:

<u>Shareholder</u>	<u>Shares of Common Stock</u>	<u>Percentage Ownership</u>
Diane S. Boutin	100	100%
Total	100	100%

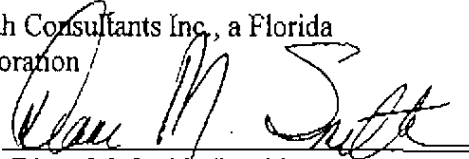
3. **Conditions Precedent.** All conditions precedent to the execution of this Agreement have been satisfied, including, but not limited to, any necessary consents of the ownership of the Corporation and Smith Consultants.

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IN WITNESS WHEREOF, the parties have entered this Agreement effective as of the Effective Date.

Smith Consultants Inc., a Florida  
corporation

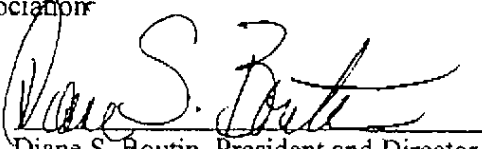
By:

  
Diane M. Smith, President

Dated Effective: July 31, 2022

Diane S Boutin PA, a Florida professional  
association

By:

  
Diane S. Boutin, President and Director

Dated Effective: July 31, 2022

Jul. 19. 2022 1:58PM

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The undersigned, being all the Shareholders of Smith Consultants and all the Shareholders in the Corporation, do hereby consent to, and adopt and ratify the foregoing Agreement and Plan of Merger.

Smith Consultants Inc., a Florida  
corporation

By:

  
Diane S. Boutin, Shareholder

Dated Effective: July 31, 2022

Diane S Boutin PA, a Florida professional  
association

By: Smith Consultants Inc., a Florida  
corporation

By:

  
Diane M. Smith, Shareholder

Dated Effective: July 31, 2022