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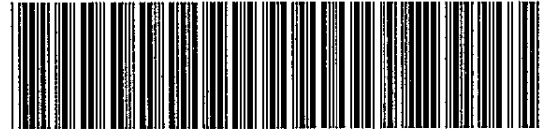
(Business Entity Name)

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12/14/04--01042--006 **78.75

*effective
12-17-04*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 DEC 14 PM 12:08

FILED

na/na 12/21/04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Savant Holdings, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David B. Rae

(Name of person)

Crady, Jewett & McCulley, LLP

(Name of firm/company)

2727 Allen Parkway, Suite 1700

(Address)

Houston, Texas 77019

(City/state and zip code)

For further information concerning this matter, please call:

David B. Rae, Legal Representative

(Name of person)

at (713) 739-7007 ext. 110

(Area code & daytime telephone number)



Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

SAVANT HOLDINGS, INC.
a Florida corporation
("Disappearing Entity")

INTO

SAVANT HOLDINGS, INC.
a Texas corporation
("Surviving Entity")

*Effective
12-17-04*

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TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Section 607.1107 of the Florida Business Corporation Act and the applicable provisions of the Texas Business Corporation Act.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the Disappearing Entity are as follows:

<u>Name of Corporation</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Savant Holdings, Inc. 5261 Palmetto Woods Drive Naples, Florida 34119	Florida	Corporation
Florida Document: P00000106460		FEI: N/AE

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name of Corporation</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Savant Holdings, Inc. 11335 Clay Road, Suite 100 Houston, Texas 77041	Texas	Corporation

THIRD: The attached Plan of Merger (the "Plan") meets the requirements of Section 607.1101 of the Florida Business Corporation Act and was approved by the Disappearing Entity in accordance with Chapter 607 of the Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the Surviving Entity in accordance with Article 5.04 of the Texas Business Corporation Act.

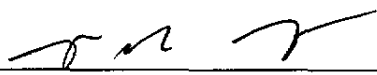
FIFTH: The Surviving Entity agrees to pay the dissenting shareholders of the Disappearing Entity the amount, if any, to which they are entitled under Sections 607.1302 of the Florida Statutes.

SIXTH: The Plan of Merger was adopted by the shareholder of the Surviving Entity on December 17, 2004.

SEVENTH: The Plan of Merger was adopted by the shareholder of the Disappearing Entity on December 17, 2004.

EIGHT: The merger will become effective on December 17, 2004 in accordance with the provisions of Section 607.1106 of the Florida Business Corporation Act and Article 10.03 of the Texas Business Corporation Act.

SAVANT HOLDINGS, INC.,
a Florida corporation



Stephen R. Savant, President

SAVANT HOLDINGS, INC.,
a Texas corporation



Stephen R. Savant, President

Exhibit "A"

PLAN OF MERGER

SAVANT HOLDINGS, INC.
a Florida corporation
("Disappearing Entity")
into
SAVANT HOLDINGS, INC.
a Texas corporation
("Surviving Entity")

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1107 of the Florida Business Corporation Act, and Texas Business Corporation Act Section 5.01, et seq., is being submitted in accordance with section 607.1108 of the Florida Business Corporation Act.

FIRST: The exact name and jurisdiction of each **merging party** are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Savant Holdings, Inc.	Florida
Savant Holdings, Inc.	Texas

SECOND: The exact name and jurisdiction of the **surviving party** are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Savant Holdings, Inc.	Texas

THIRD: The following statements set forth the terms and conditions of the merger:

(a) Stephen R. Savant is the record and equitable owner of all of the outstanding shares of the capital stock of the Disappearing Entity; and

(b) The Surviving Entity is created for the purpose of continuing the business of the Disappearing Entity under the laws of Texas and Stephen R. Savant shall receive the shares issued by the Surviving Entity in conversion of his shares of the Disappearing Entity; and

(c) On the effective date hereof, the Disappearing Entity shall be merged into the Surviving Entity and such merger shall for federal tax purposes merely constitute a change of the state of incorporation for Savant Holdings, Inc. from Florida to Texas under section 368 (a)(1)(F) of the Code;

(d) The shareholders and the directors of both the Disappearing Entity and the Surviving Entity have agreed by unanimous written consents of that it is in the best interest of the Disappearing Entity and the Surviving Entity that the Disappearing Entity be merged into the Surviving Entity;

(e) On the effective date hereof, the Disappearing Entity shall be merged into the Surviving Entity by the transfer to the Disappearing Entity of all the assets of the Disappearing Entity subject to all of its liabilities and obligations, which liabilities and obligations the Surviving Entity shall assume, in complete cancellation of all of the capital stock of Disappearing Entity;

(f) The name of the surviving entity shall be Savant Holdings, Inc.;

(g) The name and address of the first officer of the surviving entity, who shall hold office until his respective successors are chosen or appointed according to the bylaws of the surviving entity, are:

Stephen R. Savant
11335 Clay Road, Suite 100
Houston, Texas 77041

President/Secretary

(h) The number of common shares authorized for issuance by the surviving entity is one **thousand (1,000)** shares of par value of one cent (\$0.01) per share;

(i) When this Plan and actions set forth herein are completed, the existence of the Disappearing Entity as a distinct entity shall cease;

(j) The Surviving Entity shall carry on business with the assets of the Disappearing Entity as that entity existed immediately prior to the merger; and

(k) No constituent entity has a parent corporation.

FOURTH:

A. The manner and basis of converting the shares of the Disappearing Entity into shares of the Surviving Entity are as follows:

The shareholder of all of the outstanding capital stock of the Disappearing Entity shall receive shares of the Surviving Entity as set forth below in conversion of the capital stock of the Disappearing Entity, which shall be surrendered and canceled:

Common Shares

Stephen R. Savant	<u>100</u>
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Total:	<u>100</u>
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B: The manner and basis of converting rights to acquire shares of the Disappearing Entity into rights to acquire shares of the Surviving Entity are as follows:

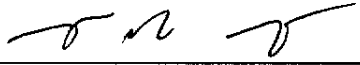
The shareholder of all of the outstanding stock of the Disappearing Entity does not have rights to acquire shares of the Disappearing Entity and shall accordingly have no rights to acquire shares in the Surviving Entity.

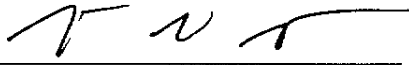
FIFTH: The merger, transfer of assets from the Disappearing Entity to the Surviving Entity, assumption of obligations and liabilities of the Disappearing Entity by the Surviving Entity, cancellation of the Disappearing Entity capital stock, and all other provisions contained herein shall all be effective as of December 17, 2004.

SIXTH: The shareholders and the directors of both the Disappearing Entity and the Surviving Entity by unanimous written consent of the directors and shareholders have approved the form of this Plan and authorized the appropriate persons to take such actions as are necessary to cause the Disappearing Entity and the Surviving Entity to enter into this Plan.

SAVANT HOLDINGS, INC.,
a Texas corporation

SAVANT HOLDINGS, INC.,
a Florida corporation

By: 
Stephen R. Savant, President

By: 
Stephen R. Savant, President