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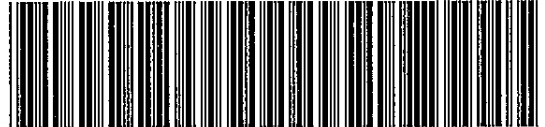
(Business Entity Name)

(Document Number)

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merged

04/14/04--01017--023 **35.00

04/19/04--01026--013 **35.00

RECEIVED
04 APR 14 AM 11:26
DIVISION OF CORPORATIONS

FILED
04 APR 14 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
4/16/04

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Danielson GP Inc

Signature _____

Requested by: SW

4/14

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

☒ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Danielson GP, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian G. Cheslack

(Name of person)

Chapin, Ballerano & Cheslack

(Name of firm/company)

1201 George Bush Blvd.

(Address)

Delray Beach, FL 33444

(City/state and zip code)

For further information concerning this matter, please call:

Brian G. Cheslack

(Name of person)

at (

561

) 272-1225

(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
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Danielson GP, Inc.	Nevada	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Danielson GP, Inc.	Florida	P01000039934

Third: The 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.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 4/5/04.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 4/5/04.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
APR 14 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Danielson GP, Inc.	Nevada

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Danilesen GP, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

An equal number of shares in the existing corporations shall be exchanged for an equal number of shares in the surviving corporation. The shares of the two corporations are of equal value. The Florida Corporation transferred its assets, contracts, obligations and duties to the Nevada Corporation on April 5, 2004. The Florida Corporation shall cease to exist when the Articles of Merger are filed with the Florida Secretary of State. Additional details of the merger are provided in Attachment A, the Merger Agreement.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shareholders shall convert shares in the Florida Corporation for equal shares in the Nevada Corporation. There are no other interests to be converted. For additional details see the attached Merger Agreement.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Typed or Printed Name of Individual & Title

Dwight E. Danielson, President

Dwight E. Danielson, President

Attachment (A)

**AGREEMENT OF MERGER
BETWEEN DANIELSON GP, INC.
(A Nevada Corporation)
AND
DANIELSON GP, INC.
(A Florida Corporation)**

This Plan and Agreement of Merger made and entered into on the 8th day of April, 2004, by and between Danielson GP, Inc, a Nevada Corporation, and Danielson GP, Inc., a Florida Corporation.

WITNESSETH:

WHEREAS, the Nevada Corporation is a Corporation organized and existing under the laws of the State of Nevada, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Nevada on April 7, 2003; and

WHEREAS, Danielson GP, Inc. is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the aggregate number of shares which the Danielson GP, Corporation has authority to issue is 1000; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that Danielson GP, Inc., the Florida Corporation, be merged into Danielson GP, Inc., the Nevada Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Florida and Nevada respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Florida Corporation and the Nevada Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Florida and the Nevada Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of Nevada, by the Florida Corporation merging into the Nevada Corporation, which shall be the surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Florida and of the State of Nevada (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. The two Constituent Corporations shall be a single corporation, which shall be Danielson GP, Inc., a Nevada Corporation, as the Surviving Corporation, and the separate existence of Danielson GP, Inc., a Florida Corporation, shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

ARTICLE III

The Certificate of Incorporation of Danielson GP, Inc., a Nevada Corporation, shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

1. All outstanding shares of Danielson GP, Inc., a Florida Corporation, shall be exchanged one for one for shares of Danielson GP, Inc., a Nevada Corporation.
2. The exchange shall take effect on the date this merger takes effect.
3. Danielson GP, Inc., a Nevada Corporation will issue stock certificates to each shareholder of record of Danielson GP, Inc., a Florida Corporation, as of the date of the merger in the amount recorded on the corporate stock ledger of Danielson GP, Inc., a Florida Corporation.
4. Upon issuance of the Danielson GP, Inc., a Nevada Corporation, stock, the Danielson GP, Inc., a Florida Corporation, stock shall have no value and should be destroyed by the shareholders.

ARTICLE V

The surviving corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of any constituent corporation of Florida, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions Florida laws, and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or proceeding. The Secretary of

Statement of the Secretary of Danielson GP Inc., a Nevada Corporation

I, Dwight E. Danielson, Secretary of Danielson GP, Inc., a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Danielson GP, Inc., a corporation of the State of Florida, was duly submitted to the stockholders of said corporation, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 1000 shares of stock of said corporation were on said date issued and outstanding and that the holder of 1000 shares voted by ballot in favor of said Agreement of Merger and the holders of 0 shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Danielson GP, Inc., a Nevada Corporation, and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Danielson GP, Inc., a Nevada Corporation on this 8th day of April, 2004.

By: Dwight E. Danielson
Secretary

Name: DWIGHT E. DANIELSON

H:\Clients\Danielson\FLP\Merger\Merger Agreement.wpd

Statement of the Secretary of Danielson GP Inc., a Florida Corporation

I, Dwight E. Danielson, Secretary of Danielson GP, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Danielson GP, Inc., a corporation of the State of Nevada, was duly submitted to the stockholders of said corporation, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 1000 shares of stock of said corporation were on said date issued and outstanding and that the holder of 1000 shares voted by ballot in favor of said Agreement of Merger and the holders of 0 shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Danielson GP, Inc., a Florida Corporation, and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Danielson GP, Inc., a Florida Corporation on this 8 day of April, 2004.

By: Dwight E. Danielson
Secretary

Name: DWIGHT E. DANIELSON

State shall mail any such process to the surviving corporation at 241 Ridge Street, Fourth Floor, Reno NV, 89501.

IN WITNESS WHEREOF, the Florida Corporation and the Nevada Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

DANIELSON GP, INC.

(A Nevada Corporation)

BY: Dwight E. Danielson

Authorized Officer/Title: President

Name: DWIGHT E. DANIELSON

DANIELSON GP, INC.

(A Florida Corporation)

BY: Dwight E. Danielson

Authorized Officer/Title: President

Name: DWIGHT E. DANIELSON

**AGREEMENT AND CONSENT TO MERGE WITH A NEVADA LIMITED
PARTNERSHIP AND ADOPT A NEW OPERATING AGREEMENT**

The LIMITED PARTNERSHIP AGREEMENT of the DANIELSON LTD(the
"Agreement"), made and entered into the 25th day of September, 2001, by and among
DANIELSON GP, INC. (the "General Partner") and BARBARA DANIELSON, (the "Limited
Partner") allows for modification by agreement of all partners in writing.

The parties desire to move the partnership to Nevada by merging with a Nevada limited
partnership and to amend the Agreement in it entirety pursuant to Paragraphs 22.1 and 23.4 of
the Agreement.

NOW, THEREFORE, in consideration, of obligations and agreements contained in this
agreement, the parties, intending to be legally bound, agree to modify the agreement to merge
with Danielson Family Interests, LP, a Nevada partnership, and to dissolve Danielson Family
Interests Ltd., a Florida partnership.

Dated: April 8, 2004.

DANIELSON GP, INC., general partner *Florida and Nevada Entity*

By: *Dwight E. Danielson*
DWIGHT E. DANIELSON

LIMITED PARTNER *Florida and Nevada Entity*

Barbara E. Danielson
BARBARA DANIELSON

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