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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger

G. Ouedjette

JUN 10 2004

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK

DATE: 06-10-04

REF. #: 0672.27066

CORP. NAME: TE PIACE OF TAMPA BAY 2003, INC. and TE PIACE OF WINTER HAVEN, INC.

<input type="checkbox"/> ARTICLES OF INCORPORATION	<input type="checkbox"/> ARTICLES OF AMENDMENT	<input type="checkbox"/> ARTICLES OF DISSOLUTION
<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> TRADEMARK/SERVICE MARK	<input type="checkbox"/> FICTITIOUS NAME
<input type="checkbox"/> FOREIGN QUALIFICATION	<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> LIMITED LIABILITY
<input type="checkbox"/> REINSTATEMENT	<input checked="" type="checkbox"/> MERGER	<input type="checkbox"/> WITHDRAWAL
<input type="checkbox"/> CERTIFICATE OF CANCELLATION		
<input type="checkbox"/> OTHER:		

STATE FEES PREPAID WITH CHECK# 508509 FOR \$ 131.25.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY (NEED TWO) ☐ PLAIN STAMPED COPY

☒ CERTIFICATE OF STATUS (FOR THE SURVIVING CORP)

Examiner's Initials

**ARTICLES OF MERGER
OF
TE PIACE OF TAMPA BAY 2003, INC.
AND
TE PIACE OF WINTER HAVEN, INC.
INTO
TE PIACE OF TAMPA BAY 2001, INC.**

Under Section 607.1105, Florida Statutes

FILED
2004 JUN 10 PM 4:09
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the *Florida Statutes*, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are **TE PIACE OF TAMPA BAY 2003, INC.**, a Florida corporation, **TE PIACE OF WINTER HAVEN, INC.**, a Florida corporation, and **TE PIACE OF TAMPA BAY 2001, INC.**, a Florida corporation. The surviving corporation is **TE PIACE OF TAMPA BAY 2001, INC.**, and it is to be governed by the laws of the State of Florida.

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement and Plan of Merger was duly adopted by (i) the sole stockholder of **TE PIACE OF TAMPA BAY 2003, INC.** as of the 1st day of January, 2004, (ii) the sole stockholder of **TE PIACE OF WINTER HAVEN, INC.** as of the 1st day of January, 2004, and (iii) the sole stockholder of **TE PIACE OF TAMPA BAY 2001, INC.** as of the 1st day of January, 2004.

FOURTH: The Merger shall become effective in accordance with the filing of these Articles of Merger with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officer this 1st day of January, 2004.

TE PIACE OF TAMPA BAY 2003, INC.,
a Florida corporation

By: 

Martin E. Reichenthal, President

TE PIACE OF WINTER HAVEN, INC.,
a Florida corporation

By: 

Martin E. Reichenthal, President

TE PIACE OF TAMPA BAY 2001, INC.,
a Florida corporation

By: 

Martin E. Reichenthal, President

Exhibit "A" - Agreement and Plan of Merger

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this 1st day of January, 2004, is made and entered into by and between **TE PIACE OF TAMPA BAY 2003, INC.**, a Florida corporation ("TP2003"), **TE PIACE OF WINTER HAVEN, INC.**, a Florida corporation ("TPWH"), and **TE PIACE OF TAMPA BAY 2001, INC.**, a Florida corporation (the "Surviving Corporation"). TP2003, TPWH and the Surviving Corporation are sometimes referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, TP2003 is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 10,000 shares of Common Stock, of which as of the date hereof 100 shares of Common Stock are validly issued and outstanding; and

WHEREAS, TPWH is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 10,000 shares of Common Stock, of which as of the date hereof 100 shares of Common Stock are validly issued and outstanding; and

WHEREAS, the Surviving Corporation is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 10,000 shares of Common Stock, of which as of the date hereof 100 shares of Common Stock are validly issued and outstanding; and

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporations and its Shareholders that TP2003 and TPWH be merged into the Surviving Corporation which shall be the surviving corporation and that the name of the Surviving Corporation remain **TE PIACE OF TAMPA BAY 2001, INC.**; and

WHEREAS, for federal income tax purposes, it is intended that the merger shall qualify as a reorganization in accordance with the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, the Constituent Corporations hereby agree that TP2003 and TPWH shall be merged with and into the Surviving Corporation in accordance with applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I **The Constituent Corporations**

The names of the Constituent Corporations to the merger are **TE PIACE OF TAMPA BAY 2003, INC.** (Florida Document No. P03000007021), **TE PIACE OF WINTER HAVEN, INC.** (Florida Document No. P03000046143), and **TE PIACE OF TAMPA BAY 2001, INC.** (Florida Document No. P01000054689).

ARTICLE II
The Merger

On the Effective Date (as hereinafter defined) TP2003 and TPWH shall be merged with and into the Surviving Corporation (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of *Florida Statutes* Chapter 607 ("Florida Law").

ARTICLE III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation which shall be the Surviving Corporation. From and after such filing, the separate existence of TP2003 and TPWH shall cease, while the corporate existence of the Surviving Corporation shall continue unaffected and unimpaired. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Law. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV
Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the Surviving Corporation as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

The person who shall serve as the sole Director of the Surviving Corporation shall be:

Name	Address
Martin E. Reichenthal	555 5 th Avenue N.E., #411 St. Petersburg, Florida 33701

The person who shall serve as the sole officer of the Surviving Corporation and the offices in which he shall serve are as follows:

Name

Office

Martin E. Reichenthal

President and Secretary/Treasurer

ARTICLE V
Treatment of Shares of Constituent Corporations

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the shares of Common Stock of each of the Constituent Corporations currently held by the Shareholders of those corporations shall be treated in the following manner:

1. Each share of the Common Stock of the Surviving Corporation issued and outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall by virtue of the Merger and without any action on the part of the holder thereof, continue in existence as a share of the Common Stock of the Surviving Corporation and there shall be no distributions of cash or securities with respect thereto.

2. Each share of the Common Stock of TP2003 and TPWH issued and outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be canceled, and no cash, securities or other property shall be issued in respect thereof. Each record holder of an outstanding certificate or certificates which represent shares of TP2003 and TPWH shall surrender such certificates pursuant to this Agreement and Plan of Merger.

ARTICLE VI
Further Assurance

If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Constituent Corporations, the last acting officers and Directors of the Constituent Corporations, as the case may be, or the corresponding officers or Directors of the Surviving Corporation shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VII
Approvals by Board of Directors and Shareholders

This Agreement and Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation, and submitted to the respective sole Shareholder of each Constituent Corporation for approval as provided by Florida Law on or before the 1st day of January, 2004. If duly adopted by the requisite vote, Articles of Merger meeting the requirements of Florida Law shall be filed immediately in the appropriate office in the State of Florida.

ARTICLE VIII
Effective Date

The Merger of TP2003 and TPWH into the Surviving Corporation shall become effective as of the 1st day of January, 2004, pursuant to the filing of the Articles of Merger in accordance with Florida Law. The date on which the Merger shall become effective is herein called the "Effective Date".

ARTICLE IX
Covenants of TP2003

TP2003 covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE X
Covenants of TPWH

TPWH covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE XI
Covenants of the Surviving Corporation

The Surviving Corporation covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

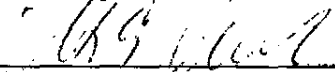
ARTICLE XII
Termination

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

[signatures on next page]

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

TE PIACE OF TAMPA BAY 2003, INC.,
a Florida corporation

By: 
Martin E. Reichenthal, President

TE PIACE OF WINTER HAVEN, INC.,
a Florida corporation

By: 
Martin E. Reichenthal, President

TE PIACE OF TAMPA BAY 2001, INC.,
a Florida corporation

By: 
Martin E. Reichenthal, President