

PD10 00061809

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200006414962--6
-07/15/02--01078--027
*****68.75 *****68.75

SUBJECT: Berry, Day & McFee, P.A.
(Proposed corporate name-must include suffix)

Enclosed is an original and one(1) copy of the articles of merger and a check for:

☒ \$68.75
Filing Fee & Certified Copy

From: James A. Pilon
Name (Printed or Typed)
1000 Tamiami Trail North, Suite 201
Address
Naples, FL 34102-5481
City, State & Zip
239-263-8282
Daytime Telephone Number

02 AUG 22 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL
AND
FILED

2694-2692

8-23-02

NOTE: Please provide the original and one copy of the articles.

G:\Apps\WP51\Issis\Forms\Transmittal Form.wpd



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 16, 2002

JAMES A. PILON
1000 TAMIAMI TRAIL NORTH, STE. 201
NAPLES, FL 34102-5481

SUBJECT: BDM OF NAPLES, LLC
Ref. Number: L01000010153

We have received your document for BDM OF NAPLES, LLC and your check(s) totaling \$68.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the exact name, street address of its principal office, jurisdiction, and entity type for each party to the merger.

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 302A00043698

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BDM OF NAPLES, LLC, A FLORIDA ENTITY, L01000010153

INTO

BERRY, DAY & MCFEE, P.A., a Florida entity, P01000061809

File date: August 22, 2002

Corporate Specialist: Trevor Brumbley

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>BDM OF NAPLES, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>2671 AIRPORT ROAD SOUTH</u>		
<u>SUITE 301</u>		
<u>NAPLES, FL 34112</u>		

Florida Document/Registration Number: L01000010153 FEI Number: 59-3729748

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>BERRY, DAY, & MCFEE, P.A.</u>	<u>Florida</u>	<u>Corporation</u>
<u>2671 AIRPORT ROAD SOUTH</u>		
<u>SUITE 301</u>		
<u>NAPLES, FL 34112</u>		

Florida Document/Registration Number: P01000061809 FEI Number: 593729771

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: Both of the entities involved are incorporated, organized, or otherwise formed under the laws of the state of Florida.

SIXTH: The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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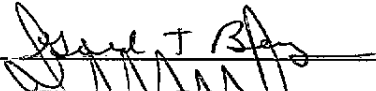
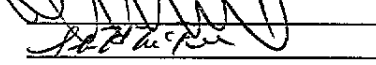
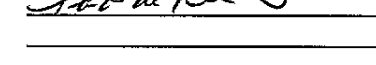
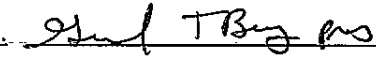
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SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

EIGHTH: The merger shall become effective as of upon filing with the Florida Secretary of State.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
BDM OF NAPLES, LLC		Jerry Berry, Member
		Donald Day, Member
		Shannon McFee, Member
BERRY, DAY & MCFEE, P.A.		Jerry Berry, President

August 7, 2002

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FILED
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TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

Name:

Jurisdiction

BDM OF NAPLES, LLC, a Florida Limited Liability Company Florida

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

Name

Jurisdiction

BERRY, DAY & MCFEE, P.A.

Florida

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

BERRY, DAY & MCFEE, P.A. shall be the surviving entity and BDM OF NAPLES, LLC is to be merged into BERRY, DAY & MCFEE, P.A. and shall cease to exist after such merger.

Because all of the members of BDM OF NAPLES, LLC are also all of the shareholders of BERRY, DAY & MCFEE, P.A. no change in the structure or management of BERRY, DAY & MCFEE, P.A. shall occur as a result of this merger. All officers, directors and shareholders of BERRY, DAY & MCFEE, P.A. shall remain as are currently existing.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, whole or in part, into cash or other property are as follows:

Upon merging, the interest, shares, obligations and securities of the members of BDM OF NAPLES, LLC shall become the interest, shares, obligations and securities of the shareholders of BERRY, DAY & MCFEE, P.A. All obligations, assets, and liabilities of BDM OF NAPLES, LLC shall become the obligations, assets, and liabilities of BERRY, DAY & MCFEE, P.A.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

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Each shareholder of BERRY, DAY & MCFEE, P.A. shall acquire the interest, obligations and other securities of BDM OF NAPLES, LLC in the same proportion as his currently existing interest in BERRY, DAY & MCFEE, P.A.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the names(s) and address(es) of the manager(s) are as follows: N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

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AND
FILED
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TALLAHASSEE, FLORIDA