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Florida Department of State
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MERGER OR SHARE EXCHANGE
Harbor Employer Services, Inc.

Certificate of Status	0
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Harbor Employer Services, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Contact Person

Firm/Company

Address

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____
Area Code & Daytime Telephone Number

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STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Harbor Employer Services, Inc.	Georgia	n/a

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
RSM Employer Services Agency		
of Florida, Inc.	Florida	P01000066919
RSM Employer Services Agency, Inc.	Georgia	n/a

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 1/1/2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 23, 2012 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 23, 2012 and shareholder approval was not required.

(Attach additional sheets if necessary)

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CT CORPORATION

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03/27/2012 16:00

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Harbor Employer Services, Inc. x	<i>Lynette K Reed</i>	Lynette K. Reed, Secretary
RSM Employer Services		
Agency of Florida, Inc. x	<i>Lynette K Reed</i>	Lynette K. Reed, Secretary
RSM Employer Services		
Agency, Inc. x	<i>Lynette K Reed</i>	Lynette K. Reed, Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Harbor Employer Services, Inc.</u>	<u>Georgia</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>RSM Employer Services Agency</u>	<u></u>
<u>of Florida, Inc.</u>	<u>Florida</u>
<u>RSM Employer Services Agency, Inc.</u>	<u>Georgia</u>
<u></u>	<u></u>
<u></u>	<u></u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

There shall be no conversion of outstanding shares of capital stock of the Merging Corporations or the Surviving Corporation. On the effective date of the merger, each of the issued and outstanding shares of capital stock of the Merging Corporations shall be cancelled without the surrender of stock certificates or any other action. The issued and outstanding shares of capital stock of the Surviving Corporation shall not be converted, and each share that is issued and outstanding on such date shall continue to represent one issued and outstanding share of the Surviving Corporation's capital stock. Each share shall continue to possess the same rights and limitations as it possessed prior to the effective date of the merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

n/a

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Upon the effective date of the merger, the separate existence and corporate organization of the Merging Corporations shall be terminated and shall cease. The by-laws of the Surviving Corporation as they exist on the date hereof shall be by-laws of the Surviving Corporation. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of shareholders of the Surviving Corporation. Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed, and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporations shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporations respectively prior to the merger.