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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
C. COULLIETTE

APR 02 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LIGHTHOUSE ASSETS, 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:

Robert H. Smith

(Contact Person)

Lighthouse Assets, Inc.

(Firm/Company)

3170 N. Federal Hwy., Suite 100

(Address)

Lighthouse Point, FL 33064

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert H. Smith

(Name of Contact Person)

At (954) 941-7671

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

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

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)
Lighthouse Assets, Inc.	Florida	P02000006563

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Allen Management Consultants, Inc.	Florida	P06000127974

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 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 March 9, 2009.

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 March 9, 2009.

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)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Lighthouse Assets, Inc.

Robert H. Smith

Robert H. Smith

Allen Management Consultants, Inc.

Robert H. Smith

Robert H. Smith

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, 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>
<u>Lighthouse Assets, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Allen Management Consultants, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

The corporations will be merged with all liabilities and Assets combined into a single balance sheet. The surviving corporation, Lighthouse Assets, Inc. will assume all indebtedness of the merged corporation, Allen Management Consultants, Inc.

All Assets of the merged corporation will be assumed by the surviving corporation subject to an assumption of any outstanding obligations associated with each asset.

The existing Boards of Directors will be merged into a new Board consisting of THREE members.

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:

Surviving corporation will receive all outstanding shares of stock in the merged corporation by cash paid to Shareholders of merged corporation,

(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:

ARTICLE XI

The Articles of Incorporation are amended to include the Merger of Allen Management Consultants, Inc. into Lighthouse Assets, Inc., as the Surviving Corporation.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: