

P02000107218

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TALLAHASSEE, FLORIDA

Merger  
T. Lewis 11/19/02

TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: R.F.K. Holdings, Inc., a Florida corporation  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kevin R. Keogh (Reg. #789836)  
(Name of person)

Conway, Marken, Wyner, Kurant & Kern Co., LPA  
(Name of firm/company)

30195 Chagrin Boulevard, Suite 300  
(Address)

Pepper Pike, Ohio 44124  
(City/state and zip code)

For further information concerning this matter, please call:

Kevin R. Keogh at ( 216 ) 292-3300  
(Name of person) (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  
Merger Sheet

MERGING: -----

R.F.K. HOLDINGS, INC., an Ohio corporation not authorized to transact  
business in the State of Florida

INTO

**R.F.K. HOLDINGS, INC.**, a Florida entity, P02000107218.

File date: November 13, 2002

Corporate Specialist: Thelma Lewis

# **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)
<u>R.F.K. Holdings, Inc.</u>	<u>Florida</u>	<u>P02000107218</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>R.F.K. Holdings, Inc.</u>	<u>Ohio</u>	<u>1028686</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached. and hereby incorporated herein.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 1/1/02 (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 Nov. 1, 2002

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 Nov. 1, 2002

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)

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02 NOV 13 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

R.F.K. Holdings, Inc. (Florida)

day Robert Allen

Robert F. Keller, President

R.F.K. Holdings, Inc. (Ohio)

Donna Kell

Robert F. Keller, President

## **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>
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<u>R.F.K. Holdings, Inc.</u>	<u>Florida</u>
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**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

<u>R.F.K. Holdings, Inc.</u>	<u>Ohio</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

Plan and agreement merger attached.

**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: Each share of stock in R.F.K. Holdings, Inc. an Ohio corporation, will be converted into ten (10) voting and ninety (90) non-voting shares of stock in R.F.K. Holdings, Inc., a Florida 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 as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is made and entered into as of the 1st day of November, 2002 by and between R. F. K. HOLDINGS, INC., an Ohio corporation, hereinafter referred to as "RFK OHIO", and R. F. K. HOLDINGS, INC., a Florida corporation, hereinafter referred to as "RFK FLORIDA".

### **ARTICLE 1** **Recitals**

1.1 The Shareholders and Board of Directors of RFK FLORIDA and the Shareholders and Board of Directors of RFK OHIO deem it advisable for the mutual benefit of RFK FLORIDA and RFK OHIO and their respective shareholders, that RFK OHIO be merged with and into RFK FLORIDA upon the terms and conditions hereinafter set forth, and the Board of Directors of RFK FLORIDA and the Board of Directors of RFK OHIO have approved this Agreement of Merger.

### **ARTICLE 2** **Merger**

2.1 RFK OHIO and RFK FLORIDA hereby agree that RFK OHIO shall be merged with and into RFK FLORIDA, that RFK FLORIDA shall succeed to all of the assets and liabilities of RFK OHIO and shall be the surviving entity, and that the terms and conditions of such merger shall be as hereinafter set forth.

### **ARTICLE 3** **Incorporation Provision**

3.1 The name of the surviving corporation shall be "R. F. K. HOLDINGS, INC.", a Florida corporation.



3.2 The Articles of Incorporation of R. F. K. HOLDINGS, INC., a Florida corporation, shall be the Articles of Incorporation of the surviving corporation, a copy of which is attached hereto as "Exhibit A" and made a part hereof.

**ARTICLE 4**  
**Board of Directors**

4.1 The name of the initial sole director of RFK FLORIDA shall be Robert F. Keller.

**ARTICLE 5**  
**Bylaws and Statutory Agent**

5.1 The Bylaws of RFK FLORIDA shall be the Bylaws of the surviving corporation until amended, a copy of which is attached hereto as "Exhibit B" and made a part hereof.

5.2 Robert F. Keller, a Florida resident, is hereby appointed as the person upon whom any process, notice or demand against either or both of the parties hereto or against the surviving corporation may be served in Florida. Corporate Agents, Inc., an Ohio corporation, shall be the named statutory agent for service of process in Ohio on either or both of the parties hereto.

**ARTICLE 6**  
**Conversion of Shares and Interests**

6.1 The manner of converting the shares of RFK FLORIDA and the shares of RFK OHIO shall be as follows:

- (a) Each share of the one hundred (100) issued and outstanding no par voting common stock of RFK OHIO immediately prior to the merger shall be converted into ten (10) no par shares of voting common stock and ninety (90) shares of no par non-voting common stock of the surviving corporation, so that the former shareholders of RFK OHIO will, as of the effective date of the merger, own common no par shares of RFK FLORIDA as follows:

<b><u>NAME</u></b>	<b><u>VOTING SHARES</u></b>	<b><u>NON-VOTING SHARES</u></b>
Robert F. Keller	1000	9000

- (b) On the effective date of the merger, each holder of shares in RFK OHIO or of any outstanding certificate or certificates therefor, which prior thereto represented common shares of RFK OHIO, shall assign and surrender such shares and certificate to RFK FLORIDA and such holder shall be entitled upon such assignment and surrender to receive in exchange therefor the number of common shares of the surviving corporation into which their RFK OHIO shares have been converted by the merger as aforesaid.
- (c) As of the effective date of the merger, the holders of shares in RFK OHIO shall cease to have any rights with respect to such RFK OHIO shares, and their sole right shall be with respect to the no par voting and non-voting common shares of the surviving corporation into which their RFK OHIO shares have been converted by the merger.

**ARTICLE 7**  
**Miscellaneous**

7.1 RFK OHIO and RFK FLORIDA each represent and warrant to the other that between the date hereof and the time when the merger becomes effective, they will not grant any stock options, or issue any stock or securities, and they will not declare or pay any dividends in stock or in cash, or make any other distribution on or with respect to their outstanding respective stock.

7.2 The effective date of this merger shall be the date on which the Certificate of Merger shall have been duly filed in the office of the Secretary of State of Ohio and the Division of Corporations of the Secretary of State of Florida or on the 15<sup>th</sup> day of November, 2002, whichever shall occur later. RFK FLORIDA and RFK OHIO hereby agree to do promptly any and all such acts and to take promptly all such measures as may be appropriate to enable it to perform as early as practicable the covenants and agreements contained herein.

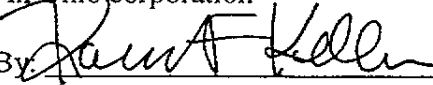
7.3 This Agreement of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all of such counterparts together shall constitute one and the same instrument.

7.4 Nothing in this Agreement, express or implied, is intended to confer upon any other person or entity any rights as a third party beneficiary or otherwise.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be signed by their respective duly authorized officers as of the day and year first above written.

**R. F. K. HOLDINGS, INC.**

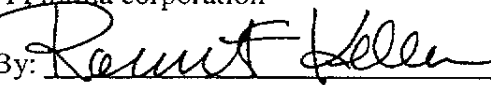
An Ohio corporation

By: 

Robert F. Keller, President

**R. F. K. HOLDINGS, INC.**

A Florida corporation

By: 

Robert F. Keller, President

ARTICLES OF INCORPORATION  
OF  
R. F. K. HOLDINGS, INC.

FILED  
02 OCT -1 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person and citizen of the United States, competent to contract and desiring to form a corporation for profit under Chapter 607 of the Florida Statutes, certifies that:

ARTICLE I - NAME

The name of the corporation is R. F. K. HOLDINGS, INC. (hereinafter, "Corporation").

ARTICLE II - PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act, activity or business for which Corporations may be formed under the laws of Florida and the United States.

Without limiting the generality of the foregoing, the purposes for which the Corporation is formed shall include the power to borrow money, to draw, make, accept, indorse, issue, sell or otherwise deal lawfully in promissory notes, bills of exchange, bonds and debentures, or any other negotiable or non-negotiable instruments, to secure the payment of any corporate indebtedness by the granting of any mortgage, deed or trust, pledge, security interest, or any other such instrument with respect to all or any part of the property of the Corporation, whether owned or to be acquired in the future, from time to time, and for any purpose of, or concerning the business of, the Corporation.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business/mailing address is 136 San Juan Drive, Islamorada, Florida 33036.

ARTICLE IV - SHARES

The maximum number of shares that the Corporation is authorized to have outstanding is ten thousand (10,000) shares, which are to be common stock without par value. One Thousand (1,000) of such shares shall be voting shares; the remaining nine thousand (9,000) shares shall be non-voting shares.

ARTICLE V - INITIAL OFFICERS/DIRECTORS

The name, address and title of the President is Robert F. Keller, 136 San Juan Drive, Islamorada, Florida 33036.

ARTICLE VI - REGISTERED AGENT

The name and Florida street address of the registered agent is Robert F. Keller, 136 San Juan Drive, Islamorada, Florida 33036.

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02 OCT -1 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is Robert F. Keller, 136 San Juan Drive, Islamorada, Florida 33036.

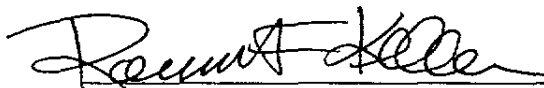
#### ARTICLE VIII - STATED CAPITAL

The Corporation has no stated capital.

#### ARTICLE IX - CORPORATE REPURCHASE OF SHARES

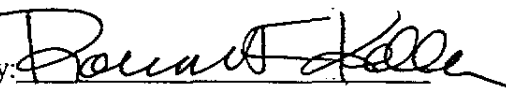
The Corporation, through its Board of Directors, has the right and power to repurchase any of its outstanding shares at any price and upon any terms that is agreed upon between the Corporation and the selling shareholder or shareholders.

I have signed this instrument this 27<sup>TH</sup> day of SEPTEMBER, 2002.

  
Robert F. Keller, Incorporator

#### ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of R. F. K. HOLDINGS, INC., hereby appoints Robert F. Keller for the purpose of serving as Registered Agent for domestic Corporations, to be registered agent upon which process, notice or demand required or permitted by statute to be served upon R. F. K. Holdings, Inc. may be served. The complete address of the agent is 136 San Juan Drive, Islamorada, Florida 33036.

By:   
Robert F. Keller, Incorporator

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The undersigned Robert F. Keller, Inc., named herein as the registered agent for R. F. K. Holdings, Inc., hereby acknowledges and accepts the appointment as registered agent for R. F. K. Holdings, Inc., a Florida Corporation.

By:   
Robert F. Keller, Registered Agent