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File # L1108-135574

MERGER OR SHARE EXCHANGE

LEYON ASSOCIATES, INC.

EFFECTIVE DATE

1/1/03

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merger  
38  
12/31/02

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

J.R. LEYON ASSOCIATES, INC., A NONQUALIFIED RHODE ISLAND CORP.

,

INTO

LEYON ASSOCIATES, INC. which changed its name to

**J.R. LEYON ASSOCIATES, INC.**, a Florida entity, P02000118729.

File date: December 30, 2002 , effective January 1, 2003

Corporate Specialist: Susan Payne

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02 DEC 30 PM 4: 39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**MERGER OF  
J.R. LEYON ASSOCIATES, INC. (a Rhode Island corporation)  
INTO  
LEYON ASSOCIATES, INC. (a Florida corporation)**

**EFFECTIVE DATE**  
1/1/03

The undersigned corporations, in accordance with §607.1105 of the Florida Business Corporation Act, and The Rhode Island Business Corporation Act, hereby adopt the following Articles of Merger:

**ARTICLE I: PARTIES**

The parties to these Articles of Merger (herein the "Articles of Merger") are Leyon Associates, Inc., a Florida corporation (herein "Leyon"), and J.R. Leyon Associates, Inc., a Rhode Island corporation (herein "J.R.") (Leyon and J.R. together herein the "Merging Corporations").

**ARTICLE II: SURVIVING CORPORATION**

The corporation to survive the merger is Leyon Associates, Inc., a Florida corporation which shall change its name to and operate as J.R. Leyon Associates, Inc.

**ARTICLE III: ARTICLES OF INCORPORATION**

The Articles of Incorporation of Leyon Associates, Inc., a Florida corporation shall not be changed by virtue of the merger.

**ARTICLE IV: TERMS AND CONDITIONS**

A. The plan of merger (herein the "Plan of Merger") submitted to the members of the board of directors (herein the "Board of Directors") and sole shareholder (herein the "Shareholder") of the Merging Corporations is attached hereto as Exhibit "A".

B. These Articles of Merger and the Plan of Merger were unanimously adopted by the Shareholders of:

- (1) Leyon on December 27, 2002; and
- (2) J.R. on December 27, 2002.

Prepared by:  
Robert Kapusta, Jr.  
FBN: 441538  
Fisher & Sauls, P.A.  
100 Second Avenue South  
St. Petersburg, Florida 33701  
(727) 822-2033

ARTICLE V: ADOPTION

These Articles of Merger and the Plan of Merger were unanimously adopted by the Board of Directors of:

- (1) Leyon on December 27, 2002; and
- (2) J.R. on December 27, 2002.

ARTICLE VI: STATEMENT AS TO SHARES

The manner in which the issued shares of Leyon and J.R. will be exchanged, classified or cancelled is as follows:

A. Each share of common stock of J.R. outstanding prior to these Articles of Merger becoming effective shall be canceled.

B. Each share of common stock of Leyon outstanding prior to these Articles of Merger becoming effective shall continue to represent one share of common stock of Leyon, the Surviving Corporation.

ARTICLE VII: EFFECTIVE DATE

The effective date of the merger herein contemplated is January 1, 2003.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 27 day of December, 2002.

LEYON ASSOCIATES, INC., a Florida corporation

By: John R. Leyon

John Leyon, as its President

(Corporate Seal)

J.R. Leyon Associates, Inc., a Rhode Island corporation

By: John R. Leyon

John Leyon, as its President

(Corporate Seal)

**PLAN OF MERGER  
OF  
J.R. LEYON ASSOCIATES, INC., a Rhode Island corporation  
INTO  
LEYON ASSOCIATES, INC., a Florida corporation**

The following plan of merger ("Plan of Merger") is hereby established in accordance with the Rhode Island Business Corporation Act and the Florida Business Corporation Act.

1. Name of Corporations. The names of the corporations which are parties to this Plan of Merger are J.R. Leyon Associates, Inc., a Rhode Island corporation (herein "J.R."), which shall merge into Leyon Associates, Inc., a Florida corporation (herein "Leyon" or the "Surviving Corporation"). The corporation to survive the merger is Leyon Associates, Inc., which shall change its name to and operate as J.R. Leyon Associates, Inc., a Florida corporation, and shall continue under the name J.R. Leyon Associates, Inc.

2. Terms and Conditions of Merger.

(A) Directors. The directors of Leyon Associates, Inc., a Florida corporation shall hold office as the directors of the Surviving Corporation until the first annual meeting of the shareholders of the Surviving Corporation when their respective successor(s) are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

(B) Board of Directors' Meeting. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of J.R. shall resign and the officers set forth in paragraph 2(D) shall be the officers of the Surviving Corporation subject to the Bylaws of the Surviving Corporation. The Board of Directors or the president of the Surviving Corporation may elect or appoint such additional officers as they may deem necessary, subject to the Bylaws of the Surviving Corporation.

(D) Names of Officers. The officers and directors of the Surviving Corporation who will continue to serve, are as follows:

President:	John Leyon
Vice President:	Althea K. Leyon
Secretary:	Althea K. Leyon
Treasurer:	John Leyon

(E) Effective Date of Merger.

(1) This Plan of Merger shall be submitted to the respective directors and shareholders of the constituent corporations as may be required by applicable law and the governing corporate documents of the constituent corporations and shall be adopted upon receipt of such vote as is required by applicable law and governing corporate documents.

(2) This Plan of Merger shall be deemed effective at such time as may be permitted by law and instructed by the Board of Directors of the constituent corporations.

(F) Effect of Merger.

(1) Surviving Corporation. The Surviving Corporation, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of J.R.

and all property, both real and personal, and all debts and liabilities due such corporations on whatever account, as well as all other causes of action and items or rights belonging to such corporations which shall be vested in the Surviving Corporation.

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of J.R. shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts liabilities and duties of such corporations shall attach to the Surviving Corporation and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Corporation, or by its successors or assigns, J.R. shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in the Surviving Corporation, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. Leyon shall pay all expenses associated with this Plan of Merger.


3. Manner and Basis of Converting Shares. The manner in which the issued shares of J.R. and Leyon will be exchanged, classified or cancelled is as follows:


(A) Each share of Leyon common stock outstanding prior to the effective date of this Plan of Merger shall continue to represent one share of Leyon common stock.

(B) Each share of common stock of J.R. outstanding prior to this Plan of Merger becoming effective shall be cancelled upon the effective date of the merger.

4. Articles of Merger. J.R. and Leyon shall cause their respective corporate officers to execute and file, effective 11:59 p.m. December 31, 2002 with the appropriate government bodies, Articles of Merger reflecting this Plan of Merger.


The following acknowledge that the above is a true and correct copy of the Plan of Merger adopted by the board of directors of Leyon, on December 27, 2002 and by the board of directors and shareholders of J.R. on December 27, 2002.

 LEYON ASSOCIATES, INC., a Florida corporation

By:   
John Leyon, as its President

(Corporate Seal)

J.R. LEYON ASSOCIATES, INC., a Rhode Island corporation

By:   
John Leyon, as its President

(Corporate Seal)

STATE OF ~~FLORIDA~~ *Rhode Island*  
 COUNTY OF ~~PINELLAS~~ *Washington*

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of December, 2002, by John Leyon, as President of Leyon Associates, Inc., a Florida corporation, on behalf of the Corporation.

☒ Personally known  
☐ Florida Driver's License  
☐ Other Identification  
☐ Produced

*Terrence G Simpson*  
 Signature  
 Notary Public-State of Florida *Rhode Island*

Print or type name of Notary  
 TERRENCE G. SIMPSON  
 (SEAL) NOTARY PUBLIC  
 MY COMMISSION EXPIRES JUNE 28, 2005

STATE OF ~~FLORIDA~~ *Rhode Island*  
 COUNTY OF ~~PINELLAS~~ *Washington*

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of December, 2002, by John Leyon, as President of J.R. Leyon Associates, Inc., a Rhode Island corporation, on behalf of the Corporation.

☒ Personally known  
☐ Florida Driver's License  
☐ Other Identification  
☐ Produced

*Terrence G Simpson*  
 Signature  
 Notary Public-State of Florida

Print or type name of Notary

(SEAL)

TERRENCE G. SIMPSON  
 NOTARY PUBLIC  
 MY COMMISSION EXPIRES JUNE 28, 2005

Exhibits: "A" - Plan of Merger