

Div of Corporations Page 1 of 2
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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

STOCK MARKET INDEX, INC.

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DIVISION OF CORPORATIONS

Certificate of Status	0
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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>Stock Market Index, Inc.</u>	<u>Florida</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Stock Market Index, Inc.</u>	<u>Maine</u>	

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 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 June 30, 2003

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 June 30, 2003

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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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Stock Market Index, Inc.

Grand Rapids

Grant W. Wheeler, President

Stock Market Index, Inc.

Grant W. Allen

Grant W. Wheeler, President

AGREEMENT AND PLAN OF REORGANIZATION AND MERGER
OF
STOCK MARKET INDEX, INC.
(a Maine Corporation)
AND
STOCK MARKET INDEX, INC.
(a Florida Corporation)

AGREEMENT and PLAN of REORGANIZATION AND MERGER made and entered into on the 30th day of June, 2003 (the "Agreement"), by and between Stock Market Index, Inc., a corporation duly organized and existing under the laws of the State of Maine (the "Maine Corporation"), and Stock Market Index, Inc., a corporation duly organized and existing under the laws of the State of Florida (the "Florida Corporation").

WITNESSETH

WHEREAS, the Maine Corporation was organized on December 3, 1998 and has an authorized capital of stock of 100,000 shares of 1.00 par value common stock of which 944 shares are issued and outstanding, which are owned by Grant W. Wheeler; and

WHEREAS, the Maine Corporation is engaged solely in the business of rendering and providing investment advisory and financial management and consulting services, research information and statistical services and services relating to management and administration of investment funds for others; and

WHEREAS, the Florida Corporation was organized on May 16, 2003 for the purpose of conducting the identical business conducted by the Maine Corporation; and

WHEREAS, the Florida Corporation has not conducted any business activity; and

WHEREAS, the Maine Corporation wishes to change its form of organization from a Maine corporation to a Florida corporation through a reorganization under the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1986 ("Code), and to continue its business as a Florida corporation; and

WHEREAS, the Maine Corporation desires generally to accomplish such change by merging into the Florida Corporation in accordance with the laws of the State of Maine and the State of Florida, all in accordance with the procedures and subject to the terms and conditions set forth in this Agreement; and

WHEREAS, the business purpose of the Maine Corporation and the Florida Corporation are identical; and

WHEREAS, the board of directors of both corporations have severally voted that they deem it desirable and for the general welfare of the corporations and of the stockholders of each corporation that the corporations merge under the provisions of the laws of the State of Maine and the State of Florida, and pursuant to Internal Revenue Code Section 368(a)(1)(F), and the said board of directors of each corporation has by a resolution duly adopted and approved this Agreement, and the board of directors of each corporation has directed that this Agreement be submitted to the corporation's stockholders for the purpose of considering and voting on the proposal for such reorganization and merger; and

WHEREAS, to consummate the merger, the stockholders of the Maine Corporation will receive an identical number of shares of stock in the Florida Corporation as hereinafter provided; and

NOW, THEREFORE, in consideration of the premises and of the mutual agreements hereinafter contained, it is agreed that in accordance with the provisions of said statutes, the Maine Corporation shall be and hereby is, at the effective date of this Agreement, reorganized and merged into the Florida Corporation, which shall be the surviving corporation, and that the terms and conditions of such reorganization and merger, the mode of carrying it into effect, the manner of converting the stock of the Maine Corporation into stock of the Florida Corporation, and other provisions deemed necessary and proper to the purposes of said reorganization and merger, shall be as hereinafter set forth:

ARTICLE I PARTIES TO PLAN OF REORGANIZATION AND MERGER

1. Corporate Parties. The names of the corporations affected by the Plan of Reorganization and Merger are:
 - a. Stock Market Index, Inc., a corporation duly organized under the laws of the State of Maine, with its registered office at Middle Road, South Bristol, Maine 04565; and
 - b. Stock Market Index, Inc., a corporation duly organized under the laws of the State of Florida, and existing with its principal place of business at 6665 North Ocean Boulevard, Ocean Ridge, Florida 33456.
2. Reorganization and Merger. The Maine Corporation and the Florida Corporation agree that the Maine Corporation shall be reorganized as the Florida Corporation by merging the Maine Corporation into the Florida Corporation, unless such merger is abandoned prior to the effective date of this Agreement.
3. Surviving Corporation Unaffected. Except as specifically set forth herein, the corporate existence of the Florida Corporation, with all its purposes, powers, and privileges, shall

continue unaffected and unimpaired by this merger; the corporate identity and existence, with all the purposes, powers, and privileges of the Maine Corporation, shall be merged into the Florida Corporation.

4. Surviving Corporation. The Florida Corporation shall, as the corporation surviving the merger and with the name of the Florida Corporation, be fully vested with all such purposes, powers, and privileges, and fully charged with all existing obligations of the agreeing corporations; and as the surviving corporation, the Florida Corporation, shall be governed by the laws of Florida.

5. Existence of Merged Corporation. The separate corporate existence and organization of the Maine Corporation shall cease upon the merger becoming effective as herein provided, and thereupon the Maine Corporation and the Florida Corporation shall be a single corporation, to wit, the Florida Corporation.

6. Conditions to Merger Effective. The merger shall become effective upon the completion of the following:

a. The ratification and approval of this Agreement by the stockholders of each corporation, together with the adoption of a resolution directing the filing of Articles of Merger, in each case by vote of 100% of each class of stock of each corporation outstanding and entitled to vote on the resolution submitted.

b. The endorsement of this Agreement, by certificate thereon or amended thereto, by the Clerk of each corporation, under their respective seals, certifying to the votes of approval of this Agreement and of adoption of the merger resolutions taken at the aforesaid stockholders' meetings.

c. The execution of this Agreement, duly acknowledged, by the President and the Treasurer of each corporate party, duly authorized thereto by vote of the directors, and, in each case, under its respective corporate seal; and

d. The filing with the Secretary of State of the State of Maine by each corporation of Articles of Merger as prescribed by law.

e. The filing with the State of Florida of Articles of Merger by each corporation as prescribed by law.

7. Effective Date. The close of business on the last day of the calendar month during which this Agreement becomes effective as provided herein shall be and is referred to herein as the "Effective Date of the Merger," whether or not such date shall be a business day.

ARTICLE II
ARTICLES OF ORGANIZATION: BYLAWS

1. Articles of Organization. The articles of organization of the surviving corporation shall be those of the Florida Corporation as they existed prior to this Agreement.

2. Corporate Purpose. The purposes of the Florida Corporation as the surviving corporation shall be to sell, contract for, render and provide investment, advisory and financial management and consulting services, services relating to management and administration of investment funds for others; to conduct all activities and provide all additional or ancillary services in connection with the foregoing; and to carry on any other business permitted by the laws of the State of Florida.

3. Bylaws. The by-laws of the surviving corporation at the Effective Date of Merger shall be those of the Florida Corporation then in effect, subject to later amendment as provided therein, or in accordance with the terms of the articles or organization of the surviving corporation or applicable statute.

ARTICLE III
STOCK

1. Authorized Shares of the Maine Corporation. The total number of shares of all classes of stock which the Maine Corporation is authorized to issue is 100,000 shares of common stock with \$1.00 par value.

2. Authorized Shares of the Florida Corporation. The total number of shares of all classes of stock which The Florida Corporation is authorized to issue is sixty shares of common stock with no par value.

3. Authorized Shares Surviving Merger. The total number of shares, with the preferences, voting rights, qualifications, special rights or privileges of each class thereof and of any series thereof initially established, which the Florida Corporation as the surviving corporation shall be authorized to issue shall be and remain sixty shares of common stock with no par value.

4. Conversion of Stock. The manner of converting the capital stock of the Maine Corporation into capital stock of the Florida Corporation shall be as follows:

a. All of the nine hundred forty-four shares of common stock of the Maine Corporation issued and outstanding on the Effective Date of the Merger shall, by virtue of the merger, be converted into and become thirty-one shares of common stock of the Florida Corporation automatically and without any action required on the part of the holder thereof.

b. All of the shares stock of the Maine Corporation shall be surrendered, canceled and replaced with certificates of stock of the Florida Corporation into which they are converted.

c. All voting rights and powers, dividend rights, preferences, and other rights and qualifications of holders of stock so converted shall, after such conversion, shall be identical with the voting rights and powers, dividend rights, preferences and other rights as provided for the stock of the Maine Corporation prior to such conversion, and no inconsistent rights, privileges, powers or liabilities shall result from the conversion.

ARTICLE IV
OFFICE: YEAR: ANNUAL MEETING

1. **Principal Office.** The principal office of the Florida Corporation as the surviving corporation shall be at 6665 North Ocean Boulevard, #A3, Ocean Ridge, Florida 33435.

2. **Fiscal Year.** The fiscal year of the Florida Corporation as the surviving corporation shall continue to end on the 31st day of December of each year.

3. **Annual Meeting.** The annual meeting of the stockholders of the Florida Corporation as the surviving corporation shall be held on the same date as before the merger.

ARTICLE V
OFFICERS and DIRECTORS

1. **Officers.** The present officers of the Florida Corporation shall continue as the officers of the Florida Corporation and such officers of the Florida Corporation, as the surviving corporation, shall, following the Effective Date of Merger, continue to hold office until their successors may be duly elected and qualify.

2. **Directors.** The present board of directors of the Maine Corporation shall become the directors of the Florida Corporation and such directors of the Florida Corporation, as the surviving corporation, shall, following the Effective Date of Merger, continue to hold office until their successors be duly elected and qualified.

ARTICLE VI
ASSETS: LIABILITIES: RIGHTS and PRIVILEGES

1. **Rights and Privileges.** Upon the Merger becoming effective, all the rights, immunities, privileges, powers and franchises of each of the corporations, both of a public and a private nature, all property, real, personal and mixed, all debts due on account, as well for stock subscriptions and all other things in action or belonging to each of the corporations, and all and every other interest, shall vest in the Florida Corporation as the surviving corporation without further act or deed, as effectually as they were vested in the several and respective former

corporations, and the title to any real estate, whether vested by deed or otherwise in either of the corporations, shall not revert or be in any way impaired by reason of the merger.

2. Liabilities. The Florida Corporation as the surviving corporation shall, upon the merger and thenceforth, assume and be responsible for all debts, liabilities, obligations and duties of each of the corporations and all said debts, liabilities, obligations and duties shall thenceforth attach to the Florida Corporation as the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, but the liabilities of each corporation or of their shareholders, directors or officers shall not be affected, nor shall the rights of creditors thereof or of any person dealing with either corporation, or any liens upon the property of either of the corporations, be impaired, and any action or proceeding pending by or against either of the corporations may be prosecuted to judgment the same as if the merger has not taken place, which judgment shall bind the Maine Corporation as the surviving corporation, or the Florida Corporation as the surviving corporation may be proceeded against or substituted in its place. If, at any time after the Effective Date of the Merger, the Florida Corporation as the surviving corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, on record or otherwise, in the Florida Corporation as the surviving corporation, the title to any property or rights of the Maine Corporation acquired or to be acquired by reason of, or as a result of, the merger, the proper officers and directors of the Maine Corporation shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Florida Corporation as the surviving corporation and otherwise to carry out the purpose of this Agreement, and the proper officers and directors of the Maine Corporation and the proper officers and directors of the Florida Corporation are fully authorized in the name of such corporation, or otherwise to take any and all such action.

3. Accounting. Upon the merger becoming effective, the assets, liabilities, reserves and accounts of each corporation shall be taken up on the books of the Florida Corporation as the surviving corporation at the amounts at which they, respectively, shall then be carried on the books of said corporation, subject to such adjustments, as may be appropriate in giving effect to the merger.

4. Corporate Acts. All corporate acts, plans, policies, approvals, and authorizations of the Maine Corporation, its shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the Effective Date of the Merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Florida Corporation as the surviving corporation and shall be as effective and binding thereon as the same were with respect to the Maine Corporation. The employees and agents of the Maine Corporation shall become the employees and agents of the Florida Corporation as the surviving corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of the Maine Corporation.

ARTICLE VII
ADOPTION OF PLAN

1. Adoption of Plan. There shall be required for the adoption of this Agreement by the shareholders of each corporation, the affirmative vote of the holders of at least two thirds of all shares of capital stock of the each of said corporation outstanding and entitled to vote thereon, each share of stock entitling the holder to one vote.

2. Termination of Plan. This Agreement and the Merger may be terminated and abandoned by resolutions of both the boards of directors at any time prior to the merger becoming effective, if circumstances develop which in the opinion of such boards make proceeding with the merger inadvisable. In the event of the termination and abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article VII, this Agreement shall become void and have no effect, without any liability on the part of either of the corporations or its shareholders or directors or officers in respect thereof.

ARTICLE VIII
MISCELLANEOUS

1. Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, understandings, negotiations and discussions.

2. Amendment. This Agreement may be amended by the parties hereto only by an instrument in writing, duly executed and delivered on behalf of each of the parties hereto.

3. Binding Effect. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

4. Severability. If any one or more of the provisions of this Agreement shall be deemed illegal or unenforceable, the remaining provisions hereof shall remain in full force and effect.

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

IN WITNESS WHEREOF, this Agreement has been signed by the President and the Treasurer, duly thereto authorized, of each of the corporate parties, and each of said corporate parties has caused its corporate seal to be hereunto affixed, on and as of the date first herein set forth.

STOCK MARKET INDEX, INC.
(a Maine Corporation)

By: Grant W. Wheeler
Grant W. Wheeler, President

By: Grant W. Wheeler
Grant W. Wheeler, Treasurer

STOCK MARKET INDEX, INC.
(a Florida Corporation)

By: Grant W. Wheeler
Grant W. Wheeler, President

By: Grant W. Wheeler
Grant W. Wheeler, Treasurer

STOCKMARKET INDEX INC.
(a Maine Corporation)

CERTIFICATE OF CLERK

The undersigned Constance Kennedy does hereby certify that I am the duly elected Clerk of Stock Market Index, Inc. (the "Maine Corporation") and that the foregoing Agreement and Plan of Reorganization and Merger was duly adopted by the Board of Directors and Stockholders of the Maine Corporation on June 30, 2003.


Constance Kennedy, Clerk

STOCKMARKET INDEX, INC.
(a Florida Corporation)

CERTIFICATE OF CLERK

The undersigned Grant W. Wheeler does hereby certify that I am the duly elected Clerk of Stock Market Index, Inc. (the "Florida Corporation") and that the foregoing Agreement and Plan of Reorganization and Merger was duly adopted by the Board of Directors and Stockholders of the Florida Corporation on June 30, 2003.


Grant W. Wheeler, Clerk