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SECTION OF 14 MAY  
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ATTACHED  
AND  
FILED

C. LEWIS  
JUN 5 2014  
EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 15, 2014

TEMPLE H. DRUMMOND, ESQ. / DRUMMOND WEHLE LLP  
6987 E. FOWLER AVENUE  
TAMPA, FL 33617 US

SUBJECT: JENNIFER M. CAREY INC.  
Ref. Number: P04000059389

We have received your document for JENNIFER M. CAREY INC. and check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 714A00010503

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Jennifer M. Carey, 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:

Temple H. Drummond, Esq.  
Contact Person

Drummond Wehle LLP  
Firm/Company

6987 E. Fowler Avenue  
Address

Tampa, Florida 33617  
City/State and Zip Code

temple@dw-firm.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Temple H. Drummond, Esq. At ( 813 ) 983-8000  
Name of Contact Person 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 of Domestic Corporations

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned Corporations have adopted the following Articles of Merger for the purpose of combining the undersigned Corporations.

The following Plan of Merger was approved by the stockholders of each of the undersigned Corporations in the manner prescribed by statute. A copy of the Plan of Merger is attached hereto and made a part hereof.

As to each of the undersigned Corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Designation Of Class	Number of Shares
<i>P04000059389</i> Jennifer M. Carey, Inc.	50	common stock	50
<i>P10000090374</i> Thank You Mama, Inc.	50	common stock	50

As to each of the undersigned Corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote on the plan as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
Jennifer M. Carey, Inc.	50	none	common	50	none
Thank You Mama, Inc.	50	none	common	50	none

Witness our signatures this the 30<sup>th</sup> day of April, 2014.

Jennifer M. Carey, Inc.

By: 

Jennifer M. Carey, Director

Thank You Mama, Inc.

By: 

Jennifer M. Carey, Director

14 MAY 22 AM 9:31  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

APPROVED  
AND  
FILED  
05/22/14

APPROVED  
AND  
FILED

14 MAY 22 AM 9:31

### **Merger Agreement between Two Corporations**

Merger Agreement made on the 30<sup>th</sup> day of April, 2014, between Jennifer M. Carey, Inc., a corporation organized and existing under the laws of the state of Florida, with its principal office located 1511 4th Street North, St. Petersburg, Florida 33704 (referred to herein as "JMC"), and Thank You Mama, Inc., a corporation organized and existing under the laws of the state of Florida, with its principal office located at 1511 4th Street North, St. Petersburg, Florida 33704 (referred to herein as "TYM").

Whereas, the total number of shares of stock which JMC is authorized to issue is 100 shares, divided into a single class and assigned par value as follows: 100 shares of common stock having no par value are authorized, and 50 shares are issued and outstanding ; and

Whereas, the total number of shares of stock which TYM is authorized to issue is 10,000 shares, divided into a single class and assigned par value as follows: 10,000 shares of common stock having a one dollar (\$1) per share par value are authorized, and 50 shares are issued and outstanding; and

Whereas, the Boards of Directors of the respective Corporations deem it desirable and in the best interest of the Corporations and their shareholders that TYM be merged into JMC.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties, the merging Corporations agree, pursuant to Section 607.1105, Florida Statutes, that TYM shall be merged into JMC as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of TYM into shares or other securities of JMC, as set forth below.

**I. JMC, Inc., to be Surviving Corporation**

TYM shall be merged into JMC and the corporate existence of TYM shall cease and the corporate existence of JMC shall continue under the name JMC, Inc., and JMC shall become the owner, without other transfer, of all the rights and property of TYM, and JMC shall become subject to all the debts and liabilities of TYM in the same manner as if JMC had itself incurred them.

**II. Principal Office**

The principal office of JMC shall remain the principal office of the Corporation following this merger.

**III. Objects and Purposes**

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the Corporation following the merger, are as follows: The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto.

**IV. Articles of Incorporation**

The Articles of Incorporation of JMC, as amended, shall on the effective date of the merger be amended to read as follows: see attached Exhibit 1.

**V. Bylaws**

The present Bylaws of JMC, insofar as not inconsistent with this Merger Agreement, shall be the bylaws of the Corporation following the merger until altered, amended, or repealed as currently provided in the Bylaws.

**VI. Names and Addresses of Directors**

The names and addresses of the persons who shall constitute the Board of Directors of JMC, following merger, and who shall hold office until the first annual meeting of the shareholders of JMC following merger, are as follows:

Jennifer M. Carey

1511 4th Street North, St. Petersburg, Florida 33704

*(Name of Director)*

*(Address of Director)*

**VII. Method of Converting Shares**

Immediately upon this Agreement of Merger becoming effective, the shares of TYM shall, without any other action on the part of the respective holders of the shares, become and be converted into shares of stock of JMC, as follows: one share of TYM shall be converted into one share of TYM.

**VIII. Dividends Prior to Merger**

Until this Agreement of Merger becomes effective or is abandoned, TYM may not pay dividends on its common stock.

**IX. Extraordinary Transactions**

Neither Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

**X. Submission to Stockholders; Effective Date**

This Agreement shall be submitted to the stockholders of TYM and JMC in the manner provided by Section 607.1105, Florida Statutes, and if the votes of stockholders of each such Corporation representing 75% of the total number of shares of its capital stock shall be in favor of the adoption of this Agreement, it shall, subject to the provisions of **Section XI** of this Agreement, take effect as the Agreement of Merger of

TYM and JMC on the date on which it is filed in the office of the Secretary of State of Florida, together with evidence of its adoption as required by law.

**XI. Abandonment of Merger**

Anything to the contrary in this Agreement notwithstanding, if the Board of Directors of JMC, or the Board of Directors of TYM, should determine, either before or after the meeting of the stockholders of the respective Corporations called to vote on the adoption or rejection of this Agreement of Merger, that for any legal, financial, economic, or business reason deemed sufficient by such Board it is not in the interest of the Corporation it represents, or the stockholders of such Corporation, or is otherwise inadvisable or impracticable to consummate the merger, such Board of Directors may abandon the Merger by directing the officers of the Corporations to refrain from executing or filing this Agreement of Merger, and this Agreement shall then be void and of no effect.

The Directors, or a majority of them, of JMC, and the Directors, or a majority of them, of TYM, have executed this Agreement at St. Petersburg, Florida the day and year first above written.

**Jennifer M. Carey, Inc.  
(JMC)**

By: \_\_\_\_\_

Jennifer M. Carey, Director

**Thank You Mama, Inc.  
(TYM)**

By: \_\_\_\_\_

Jennifer M. Carey, Director

14 MAY 22 AM 9:32  
ST. PETERSBURG, FLORIDA  
FILED



## EXHIBIT 1

*Amended*

# ARTICLES OF INCORPORATION OF JENNIFER M. CAREY, INC.

The undersigned Director hereby executes these Articles of Incorporation for the purpose of merging a corporation for profit in accordance with the laws of the State of Florida.

## ARTICLE I

### Name

The name of this corporation shall be: **JENNIFER M. CAREY, INC.**

## ARTICLE II

### Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

PRINCIPAL OFFICE	MAILING ADDRESS
1511 4th Street North St. Petersburg, Florida 33704	1511 4th Street North St. Petersburg, Florida 33704

## ARTICLE III

### Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

## **ARTICLE IV**

### **Capital Stock**

The Corporation is authorized to issue 10,000 shares of one dollar par value common stock, which shall be designated Common Stock.

## **ARTICLE V**

### **Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until her successor has been duly elected and qualified. The name and street address of the initial director are:

#### **Name**

Jennifer M. Carey

#### **Address**

1511 4th Street North  
St. Petersburg, Florida 33704

## **ARTICLE VI**

### **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 6987 East Fowler Avenue, Tampa, Florida 33617 and the initial registered agent of this corporation at such office shall be Temple H. Drummond, Esq. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

## ARTICLE VII

### By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

## ARTICLE IX

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED April 30, 2014



\_\_\_\_\_  
JENNIFER M. CAREY, Director

**JENNIFER M. CAREY, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, TEMPLE H. DRUMMOND, ESQ. having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED April 30, 2014

  
\_\_\_\_\_  
TEMPLE H. DRUMMOND, ESQ., Registered Agent