

Feb 23, 2016 3:33PM

Gray Robinson

No. 8803

P. 1/6

Division of Corporations

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H160000468203

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Heatherwood Florida Manager, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

merger/cc

FEB 24 2016

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* effective 2/25/16 *

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No. 0808 P. 1



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February 24, 2016

FLORIDA DEPARTMENT OF STATE

HEATHERWOOD FLORIDA MANAGER, INC. Division of Corporations
5393 SHORELINE CIRCLE
SANFORD, FL 32771

SUBJECT: HEATHERWOOD FLORIDA MANAGER, INC.
REF: P04000093592

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

✓ For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

✓ The date signed can not be a future date.

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

Irene Albritton
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merging
HEATHERWOOD FLORIDA MANAGER II, INC.
With And Into
HEATHERWOOD FLORIDA MANAGER, INC.

EFFECTIVE DATE2/25/16

These Articles of Merger ("Articles of Merger") are submitted in order to merge Heatherwood Florida Manager II, Inc., a Florida corporation, with and into Heatherwood Florida Manager, Inc., a Florida corporation (the "Merger"), in accordance with Chapter 607, Florida Statutes (the Florida Business Corporation Act referred to herein as the "Act"):

ARTICLE I
Merging Company

The exact name, type of entity, and jurisdiction for the merging party (the "Merging Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Heatherwood Florida Manager II, Inc.	Florida	Corporation

ARTICLE II
Surviving Entity

The exact name, type of entity and jurisdiction for the surviving party (the "Surviving Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Heatherwood Florida Manager, Inc.	Florida	Corporation

ARTICLE III
Approval and Plan of Merger

The Plan of Merger pursuant to which the Merging Company shall be merged with and into the Surviving Company (the "Plan of Merger") is attached hereto as **Exhibit A** and is incorporated herein and made a part hereof by this reference. In accordance with the applicable provisions of the Act, the Merger and the Plan of Merger were approved by: (i) the Merging Company, (ii) the Surviving Company, and (iii) the shareholders and directors of the Merging Company and the Surviving Company by Unanimous Written Consent to Action by each of the Merging Company and the Surviving Company on February 22, 2016, effective February 25, 2016.

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 2016 FEB 23 PM 12:53
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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ARTICLE IV

No Changes to Surviving Company's Existing Articles of Incorporation

The Surviving Company exists before the Merger and is a domestic filing entity. In accordance with the Plan of Merger, the Articles of Incorporation of the Surviving Company in effect immediately prior to the Effective Time (defined below) shall remain in effect immediately following the Merger.

ARTICLE V

Appraisal Rights

Under the Act, the Surviving Company is required to, and has agreed to, pay any shareholder of the Merging Company with appraisal rights the amount to which such shareholder is entitled under the Act, if any. The only shareholders of the Merging Company immediately prior to the Merger is also a shareholder of the Surviving Company and such shareholder has neither demanded nor asserted appraisal rights in connection with this Merger.

ARTICLE VI

Effective Time

The Merger and these Articles of Merger shall be effective as of the close of business on February 25, 2016.

IN WITNESS WHEREOF, these Articles of Merger are dated the 22nd day of February, 2016, effective February 25, 2016.

MERGING COMPANY:

HEATHERWOOD FLORIDA MANAGER II, INC.,
a Florida corporation

By: 

Mark Koivu, President

SURVIVING COMPANY:

HEATHERWOOD FLORIDA MANAGER, INC.,
a Florida corporation

By: 

Mark Koivu, President

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EXHIBIT A
PLAN OF MERGER
Merging
HEATHERWOOD FLORIDA MANAGER II, INC.
With And Into
HEATHERWOOD FLORIDA MANAGER, INC.

This Plan of Merger (the "Plan of Merger") was adopted and approved by the Director of each limited liability company party to the merger, in accordance with Chapter 607, Florida Statutes (the Florida Business Corporation Act, referred to herein as the "Act"):

ARTICLE 1

The exact name, type of entity and jurisdiction of the merging party is as follows (the "Merging Company"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Heatherwood Florida Manager II, Inc.	Florida	Corporation (director managed)

ARTICLE 2

The exact name, type of entity and jurisdiction of the surviving entity is as follows (the "Surviving Company"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Heatherwood Florida Manager, Inc.	Florida	Corporation (director managed)

ARTICLE 3

3.1 **The Merger.** The Merging Company shall merge with and into Surviving Company (with such merger referred to herein as the "Merger") at the Effective Time (as defined below). From and after the Effective Time, the separate existence of the Merging Company shall cease, and the Surviving Company shall continue as the surviving entity in the Merger and shall further continue its legal existence under the laws of the State of Florida.

3.2 **Effective Time.** The Merging Company and the Surviving Company will cause Articles of Merger to be filed with the Florida Department of State in such form as required by, and executed in accordance with, the relevant provisions of the Act. The Merger shall become effective as of February 25, 2016 (the "Effective Time").

3.3 **Additional Action.** The Surviving Company shall, at any time after the Effective Time, take any necessary or desirable action, including executing and delivering any document,

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in the name and on behalf of the Merging Company or the Surviving Company, in order to vest or to perfect or confirm of record in the Surviving Company the title to any property, rights (including contract rights), privileges, powers, licenses, and franchises of the Merging Company or the Surviving Company.

ARTICLE 4

4.1 **Relationship of Merging Parties.** The Merging Company and the Surviving Company are each Florida corporations owned and operated by their sole director and shareholder, Mark Koivu ("Koivu"). Following the Merger, Koivu will remain the sole director and shareholder of the Surviving Company.

4.2 **Manner and Basis of Converting Shares Generally.** Since Koivu is the sole director and shareholder of the Merging Company and the Surviving Company, no shares of the Merging Company issued and outstanding immediately prior to the consummation of the Merger (the "Merging Company Shares") need be converted into shares of the Surviving Company. In connection with the Merger, and at the Effective Time, all of Merging Company Shares shall, by virtue of the Merger and without any action on the part of any holder thereof, be surrendered and canceled.

4.3 **No Conversion of Rights to Acquire.** Since there were no rights to acquire any shares of the Merging Company or the Surviving Company outstanding prior to the Effective Time, no conversion of such rights is necessary.

4.4 **Miscellaneous.**

(a) Except as otherwise explicitly set forth in this Article, no interest, dividends, or other distributions shall be payable with respect to any Merging Company Shares in connection with the Merger.

(b) From and after the Effective Time, no Merging Company Shares shall be deemed issued or outstanding, and the holders thereof shall cease to have any rights with respect thereto, except as provided herein or by the Act. At the Effective Time, no actual surrender of any certificates or other indicia of ownership of a Merging Company Share will be required; instead, from and after the Effective Time, all Merging Company Shares shall be deemed for all purposes surrendered and canceled.

(c) At the Effective Time, the transfer books for the Merging Company shall be closed and no transfer of Merging Company Shares shall thereafter be made.

ARTICLE 5

5.1 **Rights and Obligations of the Merging Company.** By virtue of the Merger, and in accordance with and insofar as permitted by the applicable provisions of the Act, from and after the Effective Time: (i) the Surviving Company shall possess all rights, privileges and powers of the Merging Company, (ii) all property and assets of the Merging Company, including all contract rights, shall vest in the Surviving Company without any further act or deed, and (iii)

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the Surviving Company shall assume and be liable for all liabilities and obligations of the Merging Company.

5.2 **Surviving Corporation Articles of Incorporation.** The Articles of Incorporation of the Surviving Company in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Company immediately following the Merger.

5.3 **Surviving Company Bylaws.** The Bylaws of the Surviving Company in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Company immediately following the Merger.

5.4 **Merging Company Organizational Documents.** The Articles of Incorporation, Bylaws and all other organizational documents, agreements and instruments relating to the Merging Company shall be deemed terminated as of the Effective Time.

ARTICLE 6

6.1 **Amendment.** The Merging Company and the Surviving Company may, by mutual consent, amend this Plan of Merger prior to the Effective Time; provided, however, that an amendment made subsequent to obtaining the requisite approval of this Plan of Merger by the shareholder and director of the Merging Company and Surviving Company shall be subject to any restrictions contained in the Act. No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and approved by the shareholder and director of the Merging Company.

6.2 **Termination.** This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the Effective Time (whether before or after requisite approval of the Plan of Merger has been obtained from the Merging Company and the Surviving Company) upon mutual written consent of the Merging Company and the Surviving Company.

6.3 **Director Approval.** The respective obligations of the Merging Company and the Surviving Company to effect the Merger shall be subject to the Merging Company and the Surviving Company obtaining the requisite approval of the Director of the Merging Company and the Surviving Company, all as required by the Act, prior to the Effective Time.

6.4 **Filing of the Merger Documents.** After obtaining the requisite approvals required by the Act, the director of the Surviving Company and the Merging Company is hereby authorized and directed to cause Articles of Merger and all other required documents, if any, to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Time.