

P04000116670

(Requestor's Name)

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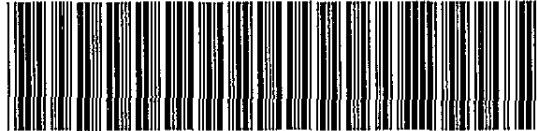
(Business Entity Name)

(Document Number)

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Merge
FILED
NOV 23 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
NOV -3 PM 12:52
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

402250, 02175, 00672



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 954174 7137273

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : November 3, 2004

ORDER TIME : 10:46 AM

ORDER NO. : 954174-010

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq
Eric M. Sauerberg, P.a.
Suite 102
200 Village Square Crossing
Palm Bch Garden, FL 33410

ARTICLES OF MERGER

PORTER HOLDINGS, INC.

INTO

PORTER FAMILY HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 4, 2004

CSC

Atten: Heather Chapman
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PORTER FAMILY HOLDINGS, INC.
Ref. Number: P04000116670

We have received your document for PORTER FAMILY HOLDINGS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 804A00063239

RESUBMIT

RECEIVED
04 NOV 23 PM 12:18
LEGISLATIVE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

Name

Jurisdiction

Document Number

(If known/ applicable)

Porter Family Holdings, Inc.

Florida

P04000116670

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Document Number

(If known/ applicable)

Porter Holdings, Inc.

Delaware

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 1 / 1 / (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 November 2, 2004

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 November 2, 2004

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)

FILED
04 NOV 23 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Porter Holdings, Inc.

Anna C. Porter

Anna C. Porter, President

Porter Family Holdings, Inc.

Anna C. Porter

Anna C. Porter, 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:

Name

Jurisdiction

Porter Family Holdings, Inc.

Florida

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

Name

Jurisdiction

Porter Holdings, Inc.

Delaware

Porter Family Holdings, Inc.

Florida

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

The shareholders desire to conduct business through a Florida Corporation rather than a Delaware Corporation. The shareholders of the merging corporation and the surviving corporation are the same. The surviving corporation will retain the tax identification number of the merging corporation.

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:

Please see attached Exhibit "A"

(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:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

Exhibit "A"

Fourth:

The shareholders of the merging corporation are receiving the same number of shares as the surviving corporation since shareholders in both corporations are identical. Rights to acquire shares obligations or other securities in the surviving corporation are the same as the merged corporation.