

PO4000173413

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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15 DEC 21 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 28 2015  
T. LEMIEUX

Merge

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Outlook Financial Advisors, Inc.

\_\_\_\_\_  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Paul C Jensen

\_\_\_\_\_  
Contact Person

Paul C Jensen, Attorney-At-Law

\_\_\_\_\_  
Firm/Company

2001 16th Street North

\_\_\_\_\_  
Address

St. Petersburg, FL 33704

\_\_\_\_\_  
City, State and Zip Code

paul@jensentaxlaw.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paul C Jensen

at ( 727 ) 825-0099

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

FILED  
15 DEC 21 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Omni Wealth Advisors, LLC	Florida (L00000015796)	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Outlook Financial Advisors, Inc.	Florida (P04000173413)	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 1, 2016

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

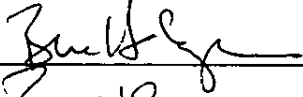

Not applicable

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Outlook Financial Advisors, Inc.		Brian K. Hershberger
Omni Wealth Advisors, LLC		Brian K. Hershberger

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Omni Wealth Advisors, LLC	Florida (L00000015796)	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Outlook Financial Advisors, Inc.	Florida (P04000173413)	Corporation

**THIRD:** The terms and conditions of the merger are as follows:

See attached.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached.

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached.

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*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable.

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*(Attach additional sheet if necessary)*



**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable.

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

Not applicable.

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*(Attach additional sheet if necessary)*

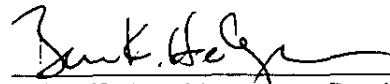
**CONSENT IN LIEU OF SPECIAL MEETING  
OF MEMBERS OF  
OMNI WEALTH ADVISORS, LLC**

The undersigned, being the sole member (the "Member") of Omni Wealth Advisors, LLC (the "Company"), a Florida Limited Liability Company, acting without meeting, hereby consents to and unanimously ratifies the following resolutions adopted by the Company as hereafter stated:

RESOLVED, the Company hereby adopts a plan of merger with the following terms:

- 1) The Company shall merge with Outlook Financial Advisors, Inc. ("OUTLOOK"), a Florida Corporation, and OUTLOOK shall be the surviving entity.
- 2) The effective date of the merger shall be January 1, 2016 (the "Effective Date").
- 3) Upon the Effective Date, the sole Member ("the Member") of the Company shall surrender to the President of OUTLOOK all one hundred (100) currently outstanding membership units in the Company. The membership units thereby surrendered shall be immediately cancelled and no shares of OUTLOOK shall be issued in exchange for the surrender.
- 4) No party shall have any other rights to acquire any shares of OUTLOOK pursuant to the plan of merger.

Dated: December 1, 2015



Brian K. Hershberger, as President of  
Outlook Financial Advisors, Inc.  
Member


**CONSENT IN LIEU OF SPECIAL MEETING  
OF SHAREHOLDERS OF  
OUTLOOK FINANCIAL ADVISORS, INC.**

The undersigned, being the sole shareholder (the "Shareholder") of Outlook Financial Advisors, Inc. (the "Corporation"), a Florida Corporation, acting without meeting, hereby consents to and unanimously ratifies the following resolutions adopted by the Corporation as hereafter stated:

RESOLVED, the Corporation hereby adopts a plan of merger with the following terms:

- 1) The Corporation shall merge with Omni Wealth Advisors, LLC, ("OMNI"), a Florida Limited Liability Company, and the Corporation shall be the surviving entity.
- 2) The effective date of the merger shall be January 1, 2016 (the "Effective Date").
- 3) Upon the Effective Date, the sole member (the "Member") of OMNI shall surrender to the President of the Corporation all one hundred (100) currently outstanding membership units in OMNI. The membership units thereby surrendered shall be immediately cancelled and no shares of the Corporation shall be issued in exchange for the surrender.
- 4) No party shall have any other rights to acquire any shares of the Corporation pursuant to the plan of merger.

Dated: December 1, 2015

  
\_\_\_\_\_  
Brian K. Hersberger  
Shareholder