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NYEMASTER, GOODE, WEST,
HANSELL & O'BRIEN

A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW

JAMES B. WEST
EDGAR F. HANSELL
R. CRAIG SHIVES
LAWRENCE E. MYERS
KEITH E. LUCHTEL
GERALD J. NEWBROUGH
ROBERT A. VANORSDEL
RICHARD J. SAPP
G.R. NEUMANN
RUSSELL E. SCHRAGE
CARLTON T. KING
GREGORY P. PAGE
RANDALL G. HORSTMANN
JAY EATON
BURNS MOSSMAN
BRADFORD L. AUSTIN
SARA J. SERSLAND
HAYWARD L. DRAPER
MICHAEL W. THRALL
MARK C. DICKINSON
GREGORY B. WILCOX
JOHN F. LORENTZEN

ROD KUBAT
STEVEN J. ROY
FRANK B. HARTY
JAMES C. WINE
BRUCE W. BAKER
THOMAS W. FOLEY
STEVEN H. LYTLE
TERRY C. HANCOCK
ANTHONY A. LONGNECKER
JOSEPH A. QUINN
WADE H. SCHUT
MARK D. ALJETS
G. THOMAS SULLIVAN
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HALLIE E. STILL-CARIS
L.W. "BILL" ROSEBROOK
TERRY L. MONSON
BARRY J. NADLER
DAVID W. BENSON
BRIAN J. HUMKE

DEBORAH S. KRAUTH
PAULA S. DIERENFELD
COREEN K. SWEENEY
ANTONIO COLACINO
JILL M. STEVENSON
ANGELA A. WEST
ANGELA L. WATSON COOK
MARY E. FUNK
RANDALL D. ARMENTROUT
THOMAS M. CUNNINGHAM
DENISE M. MENOT
DARCA L. BOOM
DEBRA L. HULETT
MARK A. SCHULTHEIS
JOHN T. CLENDENIN
AMY L. BENTLER
NEAL K. WESTIN
STEPHANIE L. MARETT
JORDAN B. HANSELL
CORY R. HARRIS
PATRICK B. WHITE
STEPHANIE G. TECHAU

BRAD C. EPPERLY
SCOTT A. SUNDSTROM
BENJAMIN P. ROACH
ALLISON M. STEUTERMAN
HANNAH M. ROGERS

OF COUNSEL
SAMUEL G. O'BRIEN
L.R. VOIGTS
DREW R. TILLOTSON
FRANK B. COMFORT
DON MUYSKENS
ROGER L. FERRIS
LUTHER L. HILL, JR.
JAMES R. MUMFORD

RAY NYEMASTER
(1914-1995)
D.J. GOODE
(1907-2002)

700 WALNUT, SUITE 1600
DES MOINES, IOWA 50309-3899
(515) 283-3100

1416 BUCKEYE AVENUE, SUITE 200
AMES, IOWA 50010-8070
(515) 233-3000
FACSIMILE
(515) 283-3108

WRITER'S DIRECT DIAL NUMBER
(515) 283-3122
SJR@NYEMASTER.COM

REPLY TO:
DES MOINES

January 31, 2005

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
P. O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

Re: McGarvey & Affiliates, Inc.

To Whom It May Concern:

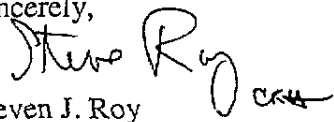
Enclosed please find the following documents:

1. Articles of Incorporation of McGarvey & Affiliates, Inc.; and
2. Articles of Merger of McGarvey & Affiliates, Inc. with and into McGarvey & Affiliates, Inc., with Exhibit A (Plan of Merger) attached; and
3. A check in the amount of \$140.00 to cover the filing fees.

Please file the Articles of Incorporation for McGarvey & Affiliates, Inc. FIRST.

If you have any questions with regard to this matter, please do not hesitate to contact me.

Sincerely,


Steven J. Roy

SJR/cab

Enclosures

cc: John McGarvey (ltr only)

ARTICLES OF MERGER
OF
MCGARVEY & AFFILIATES, INC.
WITH AND INTO
MCGARVEY & AFFILIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

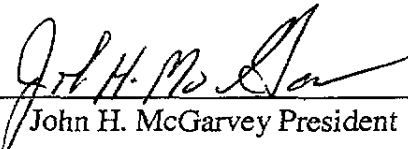
First: The Plan of Merger is attached hereto as Exhibit "A" and is incorporated herein by this reference as if set forth in full (the "Plan"). Pursuant to the Plan, McGarvey & Affiliates, Inc. an Iowa corporation (the "Merged Company") is being merged with and into McGarvey & Affiliates, Inc., a Florida corporation (the "Surviving Company"), with the Florida corporation continuing as the surviving company.

Second: The merger is to be effective on February 1, 2005.

Third: The Plan was duly authorized and approved by the board of directors and shareholders of the Merged Company in accordance with Section 1104 of the Iowa Business Corporation Act.

Fourth: The Plan was duly authorized and approved by the board of directors of the Surviving Company in accordance with Section 1103 of the Florida Business Corporation Act.

McGarvey & Affiliates, Inc., an Iowa corporation

By: 
John H. McGarvey President

McGarvey & Affiliates, Inc., a Florida corporation

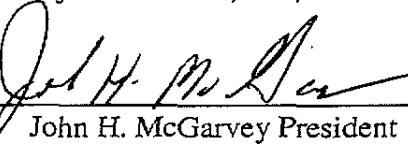
By: 
John H. McGarvey President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger ("Plan") is made and entered into, pursuant to section 1101 of the Iowa Business Corporation Act and section 1101 of the Florida Business Corporation Act, as of this 1st day of February, 2005, by and between **McGarvey & Affiliates, Inc.**, an Iowa corporation (the "Merged Company"), and **McGarvey & Affiliates, Inc.**, a Florida corporation (the "Surviving Company").

WHEREAS, the respective board of directors of the Merged Company and the Surviving Company deem it advisable and for the best interests of said corporations that the Merged Company be merged with and into the Surviving Company as authorized under section 1102 of the Iowa Business Corporation Act and section 1107 of the Florida Business Corporation Act; and

WHEREAS, the respective board of directors of the Merged Company and the Surviving Company have determined that said merger be effectuated upon the terms and conditions set forth herein and therefore have, by resolutions duly adopted, approved this Plan, subject to approval and adoptions of the Agreement by the shareholders of the Merged Entity.

NOW, THEREFORE, in consideration of the Recitals and mutual covenants contained herein, the parties hereto agree to and adopt the following Plan of Merger:

1. Merger. In accordance with the applicable provisions of the Iowa Business Corporation Act and the Florida Business Corporations Act, the Merged Company shall be merged with and into McGarvey the Surviving Company (the "Merger") on the Effective Date (as that term is defined in Section 2 below), with the Surviving Company continuing as the surviving corporation.

2. Effective Date/Time. The Effective Date of the Merger shall be February 1, 2005 at 5:00 p.m.

3. Terms and Conditions of Merger. The terms and conditions of the Merger are as follows:

(a) At the Effective Date:

- (i) The Merged Company and the Surviving Company shall be a single corporation, which shall be the Surviving Company.
- (ii) The separate existence of the Merged Company shall cease.
- (iii) Each share of common stock of the Merged Company issued and outstanding immediately prior to the Effective Date, shall automatically, without notice to or any further action by the Merged Company or the holder thereof, be cancelled by operation of the Merger.

- (iv) The title to all property owned by the Merged Company shall be vested in the Surviving Company without reservation or impairment.
- (v) The Surviving Company shall have all liabilities of the Merged Company.
- (vi) The Merger shall otherwise have all of the effects of a merger as provided in section 1106 of the Iowa Business Corporation Act and section 1106 of the Florida Business Corporation Act.

(b) The board of directors and the officers of the Surviving Company shall remain unchanged by the Merger.

(c) The Articles of Incorporation and Bylaws of the Surviving Company as existing and constituted immediately prior to the Effective Date shall, upon the Merger becoming effective, be and constitute the Articles of Incorporation and Bylaws of the Surviving Company until amended in the manner provided by law.

4. Name of Surviving Corporation. After the Merger, the name of the surviving corporation shall remain "McGarvey & Affiliates, Inc."

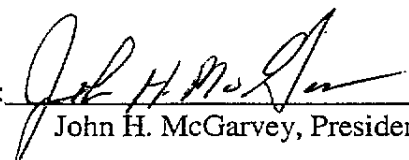
5. Entire Agreement. This Plan constitutes the entire agreement between the parties hereto pertaining to the subject matters hereof and supersedes all negotiations, preliminary agreements and all prior or contemporaneous discussions and understandings of the parties hereto in connection with the subject matters hereof.

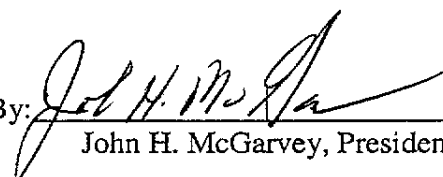
6. Binding Effect on Successors and Assigns. This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, successors, legal representatives and permitted assigns. Nothing in this Plan, express or implied, is intended to confer upon any party other than the parties hereto (and their respective heirs, successors, legal representatives and permitted assigns) any rights, remedies, liabilities or obligations under or by reason of this Plan.

IN WITNESS WHEREOF, the parties have executed this Plan as of the day and year first above written.

MCGARVEY & AFFILIATES, INC.

MCGARVEY & AFFILIATES, INC.

By: 
John H. McGarvey, President

By: 
John H. McGarvey, President