

P05000023497

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

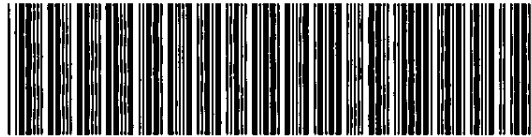
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000252245930

10/02/13--01008--018 **60.00

FILED

13 OCT -2 PM 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southeast AgNet Publications, Inc.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Jennifer M. Taylor
Contact Person

Taylor Law Firm P.A.
Firm/Company

420 S. Lawrence Blvd.
Address

Keystone Heights, FL 32656
City, State and Zip Code

gary @ southeastagnet. com
E-mail address: (to be used for future annual report notification)

FILED
13 OCT -2 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FL 32314

For further information concerning this matter, please call:

Jennifer M. Taylor at (352) 473-8088
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

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

**CERTIFICATE OF MERGER
FOR THE MERGER**

of

FLORIDA SCIENCE SOURCE II, LLC,
a Florida limited liability company.

L10 - 22658

into

SOUTHEAST AGNET PUBLICATIONS, INC.,
a Florida profit corporation
(the Surviving Corporation)

POS - 23497

The following certificate of merger is submitted in accordance with the Florida Limited Liability Company Act, pursuant to section 608.4382, F.S.


1. The name of the surviving corporation is Southeast Agnet Publications, Inc., a Florida corporation.
2. The name of the merging entity is Florida Science Source II, LLC, a Florida limited liability company.
3. Attached hereto is a copy of the Agreement and Plan of Merger.
4. The merger shall become effective at 12:01 a.m. October 1, 2013.
5. The Agreement and Plan of Merger was approved by the Board of Directors of Southeast Agnet Publications, Inc., by unanimous written consent as of September 27, 2013, and adopted by the shareholders of Southeast Agnet Publications, Inc., by unanimous vote on September 27, 2013.
6. The Agreement and Plan of Merger was approved and adopted by all the officers, managers and members of Florida Science Source II, LLC, by unanimous vote as of September 27, 2013.

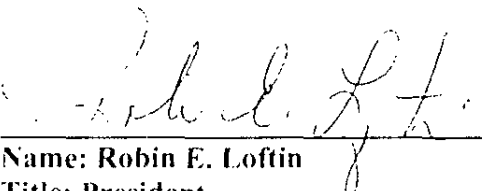
[This Space is Intentionally Left Blank]

FILED
13 OCT -2 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: September 27, 2013


SOUTHEAST AGNET PUBLICATIONS, INC.,
a Florida profit corporation

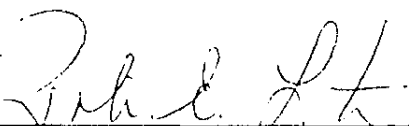
By: 
Name: William G. Cooper
Title: Chief Executive Officer

By: 
Name: Robin E. Loftin
Title: President

Dated: September 27, 2013

FLORIDA SCIENCE SOURCE II, LLC,
a Florida limited liability company

By: 
Name: William G. Cooper
Title: President

By: 
Name: Robin E. Loftin
Title: Vice President

FILED

13 OCT -2 PM 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
13 OCT -2 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER OF FLORIDA SCIENCE SOURCE H, LLC
WITH AND INTO
SOUTHEAST AGNET PUBLICATIONS, INC.

Pursuant to this Agreement and Plan of Merger (the "Plan of Merger"), Florida Science Source H, LLC ("Florida SS"), a limited liability company existing under the laws of Florida, shall be merged with and into Southeast Agnet Publications, Inc. ("SE Agnet Publications"), a corporation existing under the laws of Florida.

ARTICLE I
Definitions

The capitalized terms set forth below shall have the following meanings.

"Certificate of Merger" shall mean the Certificate of Merger to be executed by Florida SS and SE Agnet Publications in a form appropriate for filing with the Secretary of State of Florida, relating to the effective consummation of the Merger as contemplated by the Plan of Merger.

"Effective Time" shall mean the effective date set forth in paragraph 2.2 below.

"Florida SS Membership Interest" shall mean the membership interest, including voting and non-voting interest and/or units, of Florida SS.

"Merger" shall mean the merger of Florida SS with and into SE Agnet Publications.

"SE Agnet Publications Common Stock" shall mean the common stock of SE Agnet Publications.

"Surviving Corporation" shall mean SE Agnet Publications after consummation of the Merger.

ARTICLE II
Issued and Outstanding Membership Interest and Shares

2.1 Florida SS Membership Interest. The Florida SS Membership Interest, which represents all of the issued and outstanding membership interest in Florida SS, is owned by SE Agnet Publications. There are no outstanding rights to acquire additional membership interest or other interests, securities or obligations in or of Florida SS. Florida SS and SE Agnet Publications stipulate and agree that the current value of the Florida SS Membership Interest is \$5,000.00.

2.2 SE Agnet Publications Common Stock. The SE Agnet Publications Common Stock, which represents all of the issued and outstanding shares of stock in SE Agnet Publications, is owned 50% by William G. Cooper and 50% by Robin E. Loftin. There are no outstanding rights to acquire additional membership interest or other interests, securities or obligations in or of Florida SS.

— — — — —

ARTICLE III
The Merger

3.1 Merger. At the Effective Time, subject to the terms and conditions of this Plan of Merger, Florida SS shall merge with and into SE Agnet Publications, the separate existence of Florida SS shall cease, and SE Agnet Publications (the "Surviving Corporation") shall survive and the name of the Surviving Corporation shall remain Southeast Agnet Publications, Inc., as of the Effective Time. By reason of the Merger and without any action on the part of the holders thereof, each of the membership interests of Florida SS Membership Interest issued and outstanding immediately prior to the Effective Time, shall be canceled. Each of the shares of SE Agnet Publications Common Stock outstanding immediately prior to the Effective Time shall continue to be issued and outstanding, and shall not be converted, exchanged or altered in any manner as a result of the Merger.

3.2 Effective Time. The Merger shall become effective on the date and at the time specified in the Certificate of Merger, and in the form to be filed with the Secretary of State of the State of Florida.

3.3 Capitalization. The number of authorized shares of capital stock of the Surviving Corporation shall be the same as immediately prior to the Merger.

3.4 Articles of Incorporation. The articles of incorporation of SE Agnet Publications, as in effect at the Effective Time, shall be and remain the articles of incorporation of the Surviving Corporation.

3.5 Bylaws. The Bylaws of SE Agnet Publications, as in effect at the Effective Time, shall continue in full force and effect as the bylaws of the Surviving Corporation until otherwise amended as provided by law or by such bylaws.

3.6 Properties and Liabilities of Florida SS and SE Agnet Publications; Management. At the Effective Time, the separate existence and corporate organization of Florida SS shall cease, and SE Agnet Publications shall thereupon and thereafter, to the extent consistent with applicable law and with its articles of incorporation and the changes, if any, provided by the Merger, possess all the rights, privileges, immunities, liabilities and franchises, of a public as well as a private nature, of Florida SS without further act or deed. The directors and officers of SE Agnet Publications in office immediately prior to the Merger becoming effective shall be the directors and officers of the Surviving Corporation, together with such additional directors and officers as may thereafter be elected, who shall hold office until such time as their successors are elected and qualified.

ARTICLE IV
Merger Consideration

4.1 Merger Consideration. In connection with the Merger, all membership interests of Florida SS Membership Interest issued and outstanding immediately prior to the Effective Time shall, by reason of the Merger and without any action on the part of the holders thereof, be

canceled, and shall merge into the SE Agnet Publications Common Stock, without issuance of any shares of stock in SE Agnet Publications.

4.2 SE Agnet Publications Common Stock. None of the shares of SE Agnet Publications shall be converted in the Merger and the capitalization of SE Agnet Publications after the Merger shall remain unchanged.

4.3 Transfers. At the Effective Time, the membership transfer books of Florida SS shall be closed and no transfer or assignment of Florida SS Membership Interest shall thereafter be made or recognized.

4.4 No Other Consideration. Other than as stated herein, there is no other cash or other property or other consideration given or exchanged in connection with the Merger.

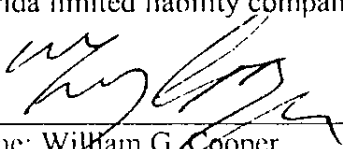
ARTICLE V **Miscellaneous**

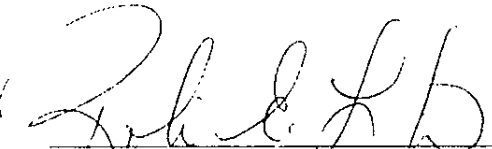
5.1 Counterparts; Entire Agreement; Severability. This Agreement may be executed in two or more counterparts which shall be deemed to constitute a single Agreement. This Agreement (together with all exhibits and documents incorporated by reference) constitutes the entire agreement between the parties and supersedes all prior agreements and understandings (whether written or oral). Any term or provision of this Agreement which is held invalid or unenforceable by a court of competent jurisdiction shall be ineffective in that jurisdiction only to the extent of that invalidity and the remainder of the Agreement shall remain in full force.

5.2 Conditions to Merger. The Merger shall be consummated as soon as practicable after receipt of the approval of the members and managers of Florida SS and the directors and shareholders of SE Agnet Publications.

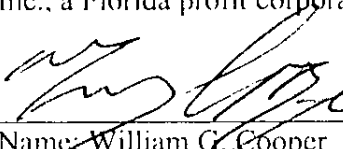
Florida SS and SE Agnet Publications hereby execute this Agreement and Plan of Merger as of September 27, 2013.

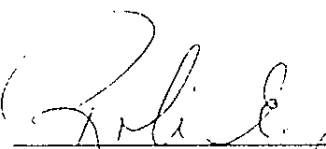
FLORIDA SCIENCE SOURCE II, LLC, a
Florida limited liability company


Name: William G. Cooper
Position: President


Name: Robin E. Loftin
Position: Vice President

SOUTHEAST AGNET PUBLICATIONS,
Inc., a Florida profit corporation


Name: William G. Cooper
Position: Chief Executive Officer


Name: Robin E. Loftin
Position: President

FILED
13 OCT -2 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA