

Division of Corporations

**Florida Department of State**  
**Division of Corporations**  
**Public Access System**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax and/or number (shown below) on the top and bottom of all pages of the document.**

((H05000293572 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
 Fax Number : (850) 205-0380

**From:**

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.  
 Account Number : 076077001702  
 Phone : (407) 841-1200  
 Fax Number : (407) 423-1831

**MERGER OR SHARE EXCHANGE**

**JAMES A. ELLIS & ASSOCIATES, INC.**

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

SGL new file

**Electronic Filing Menu**

**Corporate Filing**

**Public Access Help**

RECEIVED

05 DEC 29 AM 8:00

DIVISION OF CORPORATIONS

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

05 DEC 29 AM 10:44

FILED

(((H05000293572 3)))

**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, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
James A. Ellis & Associates, Inc.	Florida	P05000035728

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
James A. Ellis & Associates Architects, PSC	Kentucky	0244524

**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**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 12/28/2005

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 12/28/2005


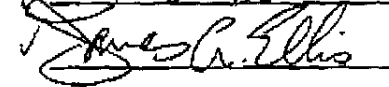
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

(((H05000293572 3)))

FILED  
 05 DEC 29 AM 10:45  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

(((H05000293572 3)))

Seventh: **SIGNATURES FOR EACH CORPORATION**Name of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleJames A. Ellis & Associates Architects, PSCJames A. Ellis, PresidentJames A. Ellis & Associates, Inc.James A. Ellis, President

(((H05000293572 3)))

(((H05000293572 3)))

**AGREEMENT OF MERGER AND PLAN OF REORGANIZATION**

THIS AGREEMENT OF MERGER AND PLAN OF REORGANIZATION (the "Agreement of Merger") is entered into this 28<sup>th</sup> day of December, 2005, effective May 26, 2005 (the "Initial Effective Date") by and between JAMES A. ELLIS & ASSOCIATES ARCHITECTS, PSC, a Kentucky corporation (referred to herein as the "Merging Corporation" and/or "Ellis Kentucky"), and JAMES A. ELLIS & ASSOCIATES, INC., a Florida corporation (referred to herein as the "Surviving Corporation" and/or "Ellis Florida").

**RECITALS**

A. The Board of Directors of Ellis Kentucky have resolved that the place of organization of Ellis Kentucky be changed from Kentucky to Florida and Ellis Florida has been formed and stock thereof has been issued in respect of the stock of Ellis Kentucky.

B. The Boards of Directors of Ellis Kentucky and Ellis Florida have resolved that Ellis Kentucky be merged pursuant to the Business Corporation Act of the State of Kentucky and the Business Corporation Act of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, Ellis Florida, which shall be the Surviving Corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

C. The authorized capital stock of Ellis Kentucky consists of one thousand (1,000) shares of common stock without par value (the "Ellis Kentucky Common Stock"), of which five hundred (500) shares are issued and outstanding.

D. The authorized capital stock of Ellis Florida consists of one hundred (100) shares of common stock without par value (the "Ellis Florida Common Stock"), of which one hundred (100) shares are issued and outstanding, and all of which shares were issued to James Ellis in respect of his stock of Ellis Kentucky.

E. The respective Board of Directors of Ellis Kentucky and Ellis Florida have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the mutual premises and the mutual agreements, provisions, and covenants herein contained, the parties hereby agree in accordance with the applicable state laws that Ellis Kentucky shall be, at the Effective Date (as hereinafter defined), merged (the "Merger") with and into a single corporation existing under the laws of the State of Florida, to wit, Ellis Florida, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

(((H05000293572 3)))

1. Recitals. The recitals set forth in Paragraphs A through E above are true and correct and are hereby incorporated herein by reference.

2. Shareholders' Meetings; Filings; Effects of Merger.

2.1 Ellis Kentucky Shareholders' Approval. In accordance with the Business Corporation Act of the State of Kentucky, the Ellis Kentucky shareholders shall consider and vote upon, by written consent in lieu of meeting, among other matters, adoption of this Agreement.

2.2 Ellis Florida Shareholders' Approval. In accordance with the Business Corporation Act of the State of Florida, the Ellis Florida shareholders shall consider and vote upon, by written consent in lieu of meeting, among other matters, adoption of this Agreement.

2.3 Filing of Articles of Merger. If (a) this Agreement of Merger is adopted by the shareholders of Ellis Kentucky in accordance with the Business Corporation Act of the State of Kentucky, (b) this Agreement of Merger is adopted by Ellis Florida in accordance with the Business Corporation Act of the State of Florida, and (c) this Agreement of Merger is not thereafter and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Business Corporation Act of the State of Kentucky, and Articles of Merger shall be filed and recorded in accordance with the Business Corporation Act of the State of Florida. Such filings shall be made on the same day.

2.4 Effective Date. It is intended that all assets and liabilities of Ellis Kentucky as of the Initial Effective Date shall be conveyed to Ellis Florida as a mere change in place of organization of Ellis Kentucky pursuant to Internal Revenue Code Section 368(a)(1)(F). The Merger shall become effective upon the filing of Articles of Merger in Kentucky and Florida, which date and time are herein referred to as the "Effective Date."

2.5 Certain Effects of Merger. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Merging Corporation shall be merged with and into the Surviving Corporation, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Corporation; and all and singular, the rights, privileges, powers and franchises of the Merging Corporation, and all property, real, personal and mixed, and all debts due to the Merging Corporation, on whatever account, as well for all other things in action or belonging to the Merging Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any real estate vested by deed or otherwise in the Merging Corporation shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the last acting officers or shareholders of the Merging Corporation, or the corresponding

(((H05000293572 3)))

officers or directors of the Surviving Corporation, may, in the name of the Merging Corporation execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the Merging Corporation's property, rights, privileges, powers, franchises, and immunities of the Merging Corporation and otherwise to carry out the purposes of this Agreement of Merger.

3. Names and Places of Incorporation of Merging and Surviving Corporations: Articles of Incorporation and Bylaws of Surviving Corporation.

3.1 Name and Place of Incorporation of Merging Corporation. The name and place of incorporation of the Merging Corporation from and after the Effective Date are and shall be James A. Ellis & Associates Architects, PSC, a Kentucky corporation.

3.2 Name and Place of Incorporation of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date is and shall be James A. Ellis & Associates, Inc., a Florida corporation.

3.3 Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Ellis Florida, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation, with the following amendments to the Articles of Incorporation:

- (a) Article II shall be amended in its entirety to read as follows:

The principal place of business address:  
2212 Town Park Avenue  
Lake Mary, Florida 32746

The mailing address of the corporation is:  
2212 Town Park Avenue  
Lake Mary, Florida 32746

- (b) Article V shall be amended to change the street address of the registered agent as follows:

The name and Florida street address of the registered agent is:  
James A. Ellis  
2212 Town Park Avenue  
Lake Mary, Florida 32746

3.4 Bylaws of Surviving Corporation. The Bylaws of Ellis Florida, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

4. Status and Conversion of Stock and Other Securities. The manner and basis of converting the shares of stock of Ellis Kentucky into shares, obligations, or other securities of the

(((H05000293572 3)))

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 Ellis Kentucky into rights to acquire shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or on part, into cash or other property are as follows:

4.1 Ellis Kentucky Common Stock. James A. Ellis is the sole shareholder of Ellis Kentucky. On the Effective Date of the Merger, each share of common stock of Ellis Kentucky Common Stock issued and outstanding shall be cancelled and retired without any action on the part of the holder thereof, and all certificates representing such shares of stock shall be cancelled, and no cash, securities, property or other forms of consideration shall be issued with respect to such stock as a result of the Merger.

4.2 Ellis Florida Common Stock. James A. Ellis is the sole shareholder of Ellis Florida. On the Effective Date of the Merger, each share of common stock of Ellis Florida Common Stock issued and outstanding immediately prior to the Merger shall remain issued and outstanding and shall be unchanged as a result of the Merger, and no shares of stock of Ellis Florida Common Stock or other forms of consideration will be issued as a result of the Merger.

5. Miscellaneous.

5.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Ellis Kentucky, if the Board of Directors of Ellis Kentucky or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

IN WITNESS WHEREOF, this Agreement of Merger has been executed by Ellis Kentucky and Ellis Florida on the date first above written.

JAMES A. ELLIS & ASSOCIATES  
ARCHITECTS, PSC, a Kentucky corporation

By:  PRESIDENT  
James A. Ellis, President

JAMES A. ELLIS & ASSOCIATES, INC., a  
Florida corporation

By:  PRESIDENT  
James A. Ellis, President