

P05000069380

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

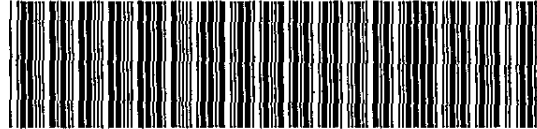
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400057289814

07/14/05--01025--001 **70.00

FILED
05 JUL 14 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FL 32307

Marger
G. Couilletta JUL 19 2005



July 13, 2005

ATTORNEYS AT LAW
4800 HAMPTDEN LANE, 7TH FLOOR
BETHESDA, MARYLAND 20814 2922
PH 301-656-7603 · FX 301-654-7354

Paul G. Marcotte, Jr.
Direct: (301) 951-9368
pmarcotte@paleyrothman.com

VIA FEDERAL EXPRESS

Registration Section
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Glen Blauch Associates, Inc.
Our File No. 27395.000

Dear Sir/Madam:

Enclosed please find original executed Articles of Merger for filing in Florida. Please also find enclosed our firm's check in the amount of \$70 [two parties to merger] to cover the filing fee. Note that the effective date of the merger [as per Article I of the plan of merger recited therein] is to be July 31, 2005.

Please return the filing acknowledgement to me after the enclosed has been approved and filed. Thank you for your forthcoming cooperation.

Very truly yours,

Paul G. Marcotte, Jr.

PGM,Jr/jb
T: 073105

F:\EIG_FWP_FILES\Clients\27395.000\P-L-FLA.doc

ARTICLES OF MERGER

Merging
GLEN BLAUCH ASSOCIATES, INC.
(a Maryland Corporation)
Into
GLEN BLAUCH ASSOCIATES, INC.
(a Florida Corporation)

FILED
05 JUL 14 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FL 32399

THESE ARTICLES OF MERGER, dated as of the 1st day of July, 2005, pursuant to Section 3-102(a)(2) of the Corporations and Associations Article of the Annotated Code of Maryland as amended (the "Maryland Code") and Section 670.1105 of the Florida Business Corporation Act as amended (the "Florida Code") are entered into by and between the corporations named in Article SECOND below (sometimes hereinafter collectively referred to as the "Constituent Corporations").

FIRST: The Constituent Corporations have agreed to merge pursuant to an AGREEMENT AND PLAN OF MERGER the terms and provisions of which are as set forth in Article THIRD below, and have agreed that the terms and conditions of said merger, the mode of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration as adopted by said AGREEMENT AND PLAN OF MERGER shall be set forth herein.

SECOND: The parties to these Articles of Merger are GLEN BLAUCH ASSOCIATES, INC., a Maryland statutory "close" corporation (hereinafter sometimes referred to as "Blauch Maryland"), and GLEN BLAUCH ASSOCIATES, INC., a Florida corporation (hereinafter sometimes referred to as "Blauch Florida"). Blauch Florida shall be the surviving corporation (hereinafter sometimes called "Surviving Corporation"). The principal office of Blauch Maryland in the State of Maryland is located in Montgomery County. Neither of the Constituent Corporations owns any interest in land in the State of Maryland. The location of the principal office of Blauch Florida in the place where organized is 801 Laurel Oak Drive, Suite 630, Naples, Florida 34108. Blauch Florida is not qualified to do business in the state of Maryland as a foreign corporation.

THIRD: AGREEMENT AND PLAN OF MERGER (the "Agreement") –

WHEREAS, Blauch Maryland is a corporation duly organized and existing under the laws of the State of Maryland, having been incorporated on August 21, 1987 (incorporated under the name Montgomery Insurance, Inc.) under general law and which is a statutory "close" corporation under the corporation laws of the State of Maryland that has elected to have no Board of Directors.

WHEREAS, Blauch Florida is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on May 10, 2005 under general law.

WHEREAS, the authorized capital stock of Blauch Maryland consists of one thousand (1,000) shares of common stock, with a One Dollar (\$1.00) par value per share, all of one class, with an aggregate par value of One Thousand Dollars ("Blauch Maryland Common Stock").

WHEREAS, the authorized capital stock of Blauch Florida consists of one thousand (1,000) shares of common stock, with a One Dollar (\$1.00) par value per share, all of one class, with an aggregate par value of One Thousand Dollars (\$1,000.00)("Surviving Corporation Common Stock").

WHEREAS, the stockholders of Blauch Maryland (a statutory close corporation that has elected to have no Board of Directors) and the Board of Directors of the Surviving Corporation deem it advisable for the general welfare and advantage of the Constituent Corporations and their respective stockholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement and pursuant to the applicable provisions of the laws of the States of Maryland and Florida.

NOW, THEREFORE, in consideration of the premises, the mutual promises and covenants herein contained, and for other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree, in accordance with the applicable provisions of the laws of the States of Maryland and Florida, that Blauch Maryland shall be merged into Blauch Florida, one of the Constituent Corporations and which shall continue its corporate existence and shall be the Surviving Corporation, upon the terms and conditions of the merger hereby agreed upon (hereinafter called the "Merger") and the mode of carrying the same into effect are and shall be as hereafter set forth:

ARTICLE I. Effective Time of Merger

At the effective time of Merger (the "Effective Date"), the separate existence of Blauch Maryland shall cease, except as otherwise required by law, and the aforesaid corporation shall be merged into Blauch Florida as the Surviving Corporation, said Merger being permitted by the laws of the States of Maryland and Florida. As used by this Agreement, this Merger shall be effective upon the later to occur of July 31, 2005 or the date of filing of Articles of Merger with the Maryland State Department of Assessments and Taxation and the Secretary of State of Florida, all in the manner required by law.

ARTICLE II.
Governing Laws; Articles of Incorporation

The Laws which are to govern the Surviving Corporation are the laws of the State of Florida. The Articles of Incorporation of the Surviving Corporation are not amended hereby and shall remain in effect thereafter until the same shall be amended or altered in accordance with the provisions thereof.

ARTICLE III.
By-Laws

The By-Laws of the Surviving Corporation at the Effective Date shall be the By-Laws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV.
Directors and Officers

The Directors and officers of the Surviving Corporation at the Effective Date shall be the Directors and officers of the Surviving Corporation.

ARTICLE V.
Conversion of Shares in the Merger

The manner and basis of converting or exchanging the issued shares of stock of each of the Constituent Corporations into different shares of stock or other consideration, and the manner of dealing with any issued stock of the Constituent Corporations not to be converted or exchanged on the Effective Date, shall be as follows:

- a. Each share of the Surviving Corporation Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding.
- b. Each share of Blauch Maryland Common Stock issued and outstanding on the Effective Date held by the stockholder(s) of the Surviving Corporation shall be canceled for no consideration.
- c. Each share of the Blauch Maryland Common Stock, if any, held in its treasury on the Effective Date shall be canceled for no consideration.

ARTICLE VI.
Effect of the Merger

At the Effective Date, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all of the rights, privileges, immunities, powers and franchises both of a public and private nature, and shall be subject to all of the restrictions, liabilities and duties of the Constituent Corporations. All the rights, privileges, immunities, powers and franchises of the Constituent Corporations and all property, real, personal and mixed, and all debts due to said Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of the creditors and all liens upon any property of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all debts, liabilities and duties of said Constituent Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII.
Accounting Matters

The assets and liabilities of the Constituent Corporations at the Effective Date shall be taken up on the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations. The stated capital of the Surviving Corporation at the Effective Date shall be equal to the sum of the stated capital of the Constituent Corporations immediately prior to the Effective Date.

ARTICLE VIII.
Approval of Merger

By their execution hereof, each Constituent Corporation certifies that this Agreement has been approved by the Board of Directors (or stockholders in lieu of a Board of Directors in case of Blauh Maryland which is a statutory close corporation under Maryland corporation law that has elected to not have a Board of Directors) of each corporation, in the manner provided by the law where organized. This Agreement shall be submitted to the stockholder(s) of each of the

Constituent Corporations for approval at a meeting called for such purpose. Promptly after such approval, Articles of Merger shall be signed, verified and delivered to the Maryland State Department of Assessments and Taxation and the Secretary of State of Florida for filing.

ARTICLE IX.

Tax Matters

Anything herein or elsewhere to the contrary notwithstanding, this Agreement has been adopted and approved pursuant to a plan of corporate reorganization and this proposed Merger is intended to qualify as a merger and reorganization under, respectively, Sections 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended to date.

ARTICLE X.

Termination and Abandonment

Such Merger may be terminated and abandoned at any time before the Effective Date of the Merger, whether before or after adoption or approval of this Agreement by the stockholders of the Constituent Corporations by the mutual consent of the Board of Directors of the Constituent Corporations.

FOURTH: The stockholders of Blauch Maryland, a statutory close corporation that has elected to not have a Board of Directors as permitted by Maryland corporation laws, duly advised, authorized and approved the merger substantially upon the terms and conditions set forth in the Agreement by the unanimous written consent of all stockholders pursuant to Section 2-505 of the Maryland Code.

FIFTH: The Board of Directors of Blauch Florida, by unanimous written consent of all its members, pursuant to Section 607.0821 of the Florida Code, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in the Agreement was advised, authorized and approved and directing their submission to a special meeting of stockholders. The merger as provided in the Agreement was duly approved by the unanimous written consent of all the stockholders of Blauch Florida pursuant to Section 607.0704 of the Florida Code.

SIXTH: The merger provided by these Articles of Merger and the Agreement was duly authorized, advised and approved in the manner and by the vote required pursuant to the Charter and by-laws of each of the Constituent Corporations and by the laws of the place of their respective organization.

SEVENTH: The Articles of Incorporation of the Surviving Corporation are not amended hereby.

IN WITNESS WHEREOF, each of the Constituent Corporations have, by their respective Presidents and their respective Secretaries, executed these Articles of Merger as of the date first set forth above. Said Presidents hereby acknowledge in the name of and on behalf of their respective Constituent Corporations the foregoing Articles of Merger to be the corporate act and deed of said party and declare under the penalties of perjury that to the best of their knowledge, information and belief the facts stated herein are true and correct.

ATTEST:

GLEN BLAUCH ASSOCIATES, Inc., a
Maryland corporation

Sandra L. Blauch
Secretary

By: [Signature]
Glen T. Blauch, Jr., President

ATTEST:

GLEN BLAUCH ASSOCIATES, Inc., a
Florida corporation

Sandra L. Blauch
Secretary

By: [Signature]
Glen T. Blauch, Jr., President