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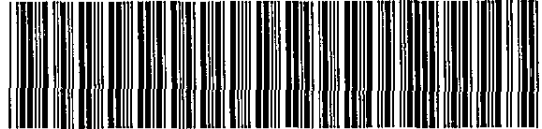
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CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2005 JUN - 1 PM 3:38
CLERK OF STATE
TALLAHASSEE, FLORIDA

Merger

C. Coulllette JUN 02 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cheryl Krock Incorporated
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly L. King
(Name of person)

Hayward & Grant, P.A.
(Name of firm/company)

2121-G Killarney Way
(Address)

Tallahassee, FL 32309
(City/state and zip code)

For further information concerning this matter, please call:

Kimberly L. King at (850) 386-4400
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

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TALLAHASSEE, FLORIDA

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Cheryl Krock Incorporated

Cheryl Krock

Cheryl Krock, President

C.A. Couch Professional

Cheryl A. Couch

Cheryl Couch, President

Referral Services, Inc.

1000

100

The diagram shows a horizontal line representing a 1D chain. Along this line, there are several small circles representing particles. The chain is divided into segments by vertical lines. The segments are labeled with 'a' and 'b'. The labels 'a' and 'b' are placed below the chain, indicating the lengths of the segments. The chain is shown in a perspective view, with the line receding into the distance.

1000

Figure 1

1000

[illegible]

[illegible]

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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Cheryl Krock Incorporated</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>C.A. Couch Professional Referral</u>	<u>California</u>
<u>Services, Inc.</u>	

Third: The terms and conditions of the merger are as follows:
See Exhibit "A" attached hereto

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the 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 each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Exhibit "A" attached hereto

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Not applicable

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Exhibit "A" to Plan of Merger of
C.A. Couch Professional Referral Services, Inc., a California corporation
and
Cheryl Krock Incorporated, a Florida corporation

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan of Merger) as follows:

(a) As of June 1, 2005 (the "Effective Date"):

(1) The constituent corporations shall be a single corporation, which shall be Cheryl Krock Incorporated, a Florida corporation, the corporation designated herein as the "Surviving Corporation."

(2) The separate existence of C.A. Couch Professional Referral Services, Inc., a California corporation, shall cease.

(3) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each constituent corporation; and all and singular, the rights, privileges, powers and franchises of each constituent corporation, and all property, real, personal and mixed, and all debts due to either constituent corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each constituent corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, 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 either constituent corporation shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either constituent corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations 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 it. Any action or proceeding whether civil, criminal or administrative, pending by or against either constituent corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

(4) All corporate acts, plans, policies, contracts, approvals and authorizations of C.A. Couch Professional Referral Services, Inc. and its Shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be

as effective and binding thereon as the same were with respect to C.A. Couch Professional Referral Services, Inc..

(5) The assets, liabilities, reserves and accounts of each constituent corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such constituent corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

(b) The board of directors and the officers of Cheryl Krock Incorporated as of the Effective Date shall be: Cheryl Krock, sole Director, President, and Secretary.

MANNER AND BASIS OF CONVERTING SHARES AND RELATED PROVISIONS

Each share of stock of C.A. Couch Professional Referral Services, Inc. (the Merging Corporation) outstanding as of June 1, 2005 shall be converted into one share of stock of Cheryl Krock Incorporated (the Surviving Corporation) without any action on the part of the holder thereof. Each holder of an outstanding certificate or certificates which, prior thereto, represented shares of the Merging Corporation's Common Stock shall be entitled, upon surrender thereof, to receive in exchange therefor a certificate or certificates representing the number of whole shares of the Surviving Corporation's stock into or for which his shares have been converted or exchanged. Until surrendered, each outstanding certificate which, prior to June 1, 2005 represented shares of the Merging Corporation's stock shall for all purposes evidence the ownership of the shares of the Surviving Corporation's stock into or for which such shares have been so converted or exchanged. All shares of stock into which shares of the Merging Corporation stock shall have been converted pursuant to this Plan of Merger shall be issued in full satisfaction of all rights pertaining to such converted shares.