

P05000143739

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

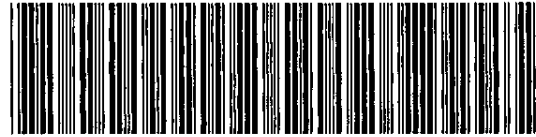
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300225130523

Mersey

~~1-1-13~~ 300225130523
03/29/12--01012--025 **8.75

03/29/12--01012--023 **35.00

12/31/12--01018--001 **35.00

FILED
2012 DEC 28 AM 10:16
SECOND DEPT OF STATE
TALLAHASSEE, FLORIDA

DR
12/31/12

X 00678
X 00789, 00524, 00706, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2012

Arnold Law
P.O. Box 1570
Green Cove Springs, FL 32043

SUBJECT: O.R.E., INC.
Ref. Number: P05000143739

We have received your document for O.R.E., INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

M & G & Company, Inc. Corporate Builders was administratively dissolved on 9-23-11 for not filing its annual report. The corporation will need to reinstate before it can merge into O.R.E., Inc. I have enclosed a reinstatement form that you may fill out and return to us with the corrected merger or you can reinstate online. The reinstatement fee will be \$900.00. Please remove O.R.E., Inc from the second paragraph on the first page and also from the first paragraph on the certificate of merger since it can not be both the merging AND surviving corporation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 012A00010723

RECEIVED
APR 11 2012
12:03 PM
MAIL ROOM
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

ARNOLD LAW

ATTORNEYS AT LAW

P. O. BOX 1570 • 718 N. ORANGE AVENUE
GREEN DOVE SPRINGS, FLORIDA 32043-1570

PHONE: (904) 264-3627

FACSIMILE: (904) 284-5937

ARNOLDLAWYERS.COM

L. J. ARNOLD III
LICENSED IN FLORIDA
LJARNOLD3@GMAIL.COM

L. J. ARNOLD IV
LICENSED IN FLORIDA & HAWAII
LJARNOLD4@GMAIL.COM

December 27, 2012

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: M & G & COMPANY, INC., CORPORATE BUILDERS/O.R.E, INC.

Dear Sir/Madam:

In regard to the above referenced, enclosed herewith please find the following:

1. A copy of correspondence from Annette Ramsey, Regulatory Specialist, Division of Corporations, dated April 2, 2012.
2. An original Articles of Merger together with Plan of Merger and Certificate of Merger. Also enclosed is an additional copy for certification.
3. Our firms check in the sum of \$35.00.
4. Cover Letter.

Please file accordingly, and return a Certified copy to the undersigned. As you can see from the correspondence dated April 2, 2012, we previously paid \$43.75.

In the meantime, should you have any questions please do not hesitate to call me.

Sincerely,



L. J. Arnold IV



LJAIV:lk
Enclosures
cc: Scott Milgram

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: O.R.E., INC
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

L. J. ARNOLD IV, ESQUIRE
Contact Person

ARNOLD LAW
Firm/Company

P.O. BOX 1570
Address

GREEN COVE SPRINGS, FLORIDA 32043-1570
City/State and Zip Code

LJARNOLD4@GMAIL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

L. J. ARNOLD IV, ESQUIRE At (904) 264-3627
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

FILED

2012 DEC 28 AM 10:16

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)
O.R.E., INC	FLORIDA	PO5000143739

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
M & G & COMPANY, INC., CORPORATE BUILDERS	FLORIDA	PO4000096410

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 01 / 01 / 2013 (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 12/20/2012

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 12/20/2012

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)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620-2107, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620-2108, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

M & G & Company, Inc., Corporate Builders

Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

O.R.E., Inc.

Florida

THIRD: The terms and conditions of the merger are as follows:

The name of the corporation shall remain O.R.E. Inc. The shareholders shall remain the same in O.R.E., Inc.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Common Stock of O.R.E., Inc.:

Scott S. Milgram and Judy J. Milgram shall own fifty (50) percent interest and;

Laura Galley shall own fifty (50) percent interest.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Ownership remains same in O.R.E., Inc. before and after merger.

CERTIFICATE OF MERGER

The following certificate of merger is being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.2108, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. M & G & Company, Inc., Corporate Builders 5380 Harbor Island Court Vero Beach, Florida 32967	Florida	Corporation
Florida Document/Registration No.:	PO4000096410	
FEI No.:	043815676	

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. O.R.E., Inc. 5380 Harbor Island Court Vero Beach, Florida 32967	Florida	Corporation
Florida Document/Registration No.:	PO5000143739	
FEI No.:	203952504	

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.2106, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If the surviving entity is another business entity formed, organized, or incorporated under the law of any state, country, or jurisdiction other than the state of Florida,

and is not authorized to transact business in this state, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(2) 607.1302, 620.2114, and/or 608.4352, Florida Statutes.

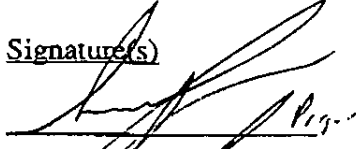

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of January 1, 2013.

TENTH: The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed/Printed Name of Individual</u>
O.R.E., Inc.	X 	Scott S. Milgram, President
M & G & Company, Inc., Corporate Builders	X 	Scott S. Milgram, President