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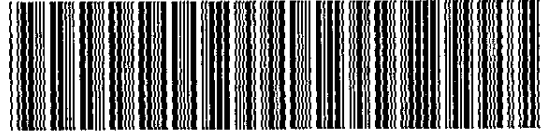
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EFFECTIVE DATE  
01-01-06

Morger  
G. Ouellette Dec 8 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 779671 3487A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 78.75

ORDER DATE : December 27, 2005

ORDER TIME : 2:35 PM

ORDER NO. : 779671-005

CUSTOMER NO: 3487A

ARTICLES OF MERGER

ALBERT TUBER & ASSOCIATES  
AGENCY, INC.

INTO

ALBERT TUBER & ASSOCIATES,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Denise Mick

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER  
OF  
ALBERT TUBER & ASSOCIATES AGENCY, INC.  
AN OHIO CORPORATION  
INTO  
ALBERT TUBER & ASSOCIATES, INC.  
A FLORIDA CORPORATION**

FILED  
2005 DEC 27 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, F.S., and Section 1701.79 of the Ohio Revised Code, Albert Tuber & Associates Agency, Inc., an Ohio corporation ("Disappearing Entity"), and Albert Tuber & Associates, Inc., a Florida corporation ("Surviving Entity") (the Surviving Entity and Disappearing Entity are hereinafter referred to as the "Constituent Entities") adopt the following Articles of Merger:

**1. Name, Principal Office, Jurisdiction, and Type of Entity.** The exact name, street address of its principal office, jurisdiction, and entity type for each merging entity are as follows:

**EFFECTIVE DATE**  
**01-01-06**

**a. Disappearing Entity.**

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/ Registration Number</i>	<i>F.E.I. Number</i>
Albert Tuber & Associates Agency, Inc. 5162 Hopkins Rd. Youngstown, Mahoning County, OH 44311	Ohio	Corporation	339404	34-1002535

**b. Surviving Entity.**

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/ Registration Number</i>	<i>F.E.I. Number</i>
Albert Tuber & Associates, Inc. 13235 Palmer's Creek Terrace Bradenton, FL 34202	Florida	Corporation	105000165841	Will Assume Disappearing Entity FEIN

**2. Name, Principal Office, Jurisdiction, and Type of Entity of Surviving Entity.** The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving Entity are as follows:

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/ Registration Number</i>	<i>F.E.I. Number</i>
Albert Tuber & Associates, Inc. 13235 Palmer's Creek Terrace Bradenton, FL 34202	Florida	Corporation	105000165841	Will Assume Disappearing Entity FEIN

**3. Plan of Merger Requirements.** The Plan of Merger, annexed hereto as Exhibit 1 and made a part hereof ("Plan of Merger"), meets the requirements of Section 607.1101, F.S. and Section 1701.79 of the Ohio Revised Code, and was approved and executed by each domestic corporation that is a party to the Merger in accordance with Chapter 607 F.S., and was approved by each foreign corporation that is a party to the Merger in accordance with Section 1709.79 of the Ohio Revised Code. The attached Plan of Merger was approved by each foreign entity that is a party to the Merger in accordance with the respective laws of all applicable jurisdictions.

**4. Appointment of Ohio Secretary of State.** The Surviving Entity hereby irrevocably appoints the Ohio Secretary of State as its agent for substitute service of process pursuant to Section 1701.79 of the Ohio Revised Code in any proceeding to enforce any obligation or rights of any dissenting shareholder of each Ohio corporation that is a party to the Merger.

**5. Dissenters' Rights.** The Surviving Entity agrees to pay the dissenting shareholders of each Ohio company that is a party to the Merger the amount, if any, to which they are entitled under Section 1701.84 and 1701.85 of the Ohio Revised Code.

**6. Laws of All Applicable Jurisdictions.** The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of incorporation for any Constituent Entity that is a party to the Merger.

**7. Method of Accomplishing the Merger.** Pursuant to the Plan of Merger, all issued and outstanding shares of stock of Disappearing Entity will be acquired by means of a merger of Disappearing Entity into Surviving Entity with Surviving Entity the surviving entity ("Merger").

**8. Compliance.** The Articles of Merger comply and were executed in accordance with the laws of each Constituent Entity's applicable jurisdiction. The Disappearing Entity is merged into the Surviving Entity pursuant to Section 607.1107, F.S., and Section 1701.79 of the Ohio Revised Code.

**9. Adoption of Merger.** The Plan of Merger was adopted by the Board of Directors and the Shareholders of the Surviving Corporation on December 22, 2005.

The Plan of Merger was adopted by the Shareholders and the Directors of each of the Constituent Corporations on December 22, 2005.

**10. Effective Date/Time.** The Merger shall become effective at 12:01 a.m. on January 1, 2006.

**IN WITNESS WHEREOF**, the parties have executed these Articles of Merger as of December 23, 2005.

**Albert Tuber & Associates, Inc.**, a Florida corporation

By: Sandra R. Chapnick, Pres.  
Sandra R. Chapnick, President

**Albert Tuber & Associates Agency, Inc.**, an Ohio corporation

By: Sandra R. Chapnick, Pres.  
Sandra R. Chapnick, President

**EXHIBIT 1**  
**PLAN OF MERGER**

**PLAN OF MERGER**  
**BY AND BETWEEN**  
**ALBERT TUBER & ASSOCIATES AGENCY, INC.**  
**AN OHIO CORPORATION**  
**AND**  
**ALBERT TUBER & ASSOCIATES, INC.,**  
**A FLORIDA CORPORATION**

THIS PLAN OF MERGER ("Plan of Merger") is entered into as of December 23, 2005, between Albert Tuber & Associates Agency, Inc., an Ohio corporation (the "Disappearing Entity"), located at 5162 Hopkins Rd., Youngstown, Mahoning County, Ohio and Albert Tuber & Associates, Inc., a Florida corporation (the "Surviving Entity"), located at 13235 Palmer's Creek Terrace, Bradenton, FL 34202 (collectively the "Constituent Entities"). The following Plan of Merger, which was adopted and approved by each party to the Merger in accordance with Section 607.1107, F.S., and Sections 1709.79 and 1701.78 of the Ohio Revised Code, is being submitted in accordance with Section 607.1101, et seq., F.S., and Section 1709.79 of the Ohio Revised Code.

**RECITALS**

A. The Disappearing Entity has an authorized capital stock consisting of 500 shares of Common Stock with no par value, of which 100 shares are issued and outstanding on the date hereof. The Surviving Entity has an authorized capital stock consisting of 1,000 shares of Common Stock with a par value of \$1.00 per share, of which 100 shares are issued and outstanding on the date hereof.

B. The Board of Directors of the Disappearing Entity and the Board of Directors of the Surviving Entity deem it advisable that the Disappearing Entity be merged into the Surviving Entity, under and pursuant to the provisions of this Plan of Merger ("Plan") and in accordance with the applicable statutes of the State of Ohio and the State of Florida ("Merger").

**NOW, THEREFORE**, in consideration of the premises and the covenants herein contained, the Constituent Entities hereby agree, pursuant to the applicable laws of the State of Ohio and the State of Florida, that the Disappearing Entity shall be, and it hereby is, as of the Effective Date of the Merger, merged into the Surviving Entity; and that the terms and conditions of the Merger and the mode of carrying the same into effect are, and shall be as follows:

**1. Recitals.** The foregoing Recitals are hereby ratified and confirmed, are true, correct and complete and are hereby incorporated herein.

**2. Name and Jurisdiction of the Constituent Entities.**

**a. Disappearing Entity.**

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Document/ Registration Number</i>	<i>F.E.I. Number</i>
Albert Tuber & Associates Agency, Inc. 5162 Hopkins Rd. Youngstown, Mahoning County, OH 44311	Ohio	Corporation	339404	34-1002535

**b. Surviving Entity.**

<i>Name and Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>	<i>Florida Document/ Registration Number</i>	<i>F.E.I. Number</i>
Albert Tuber & Associates, Inc. 13235 Palmer's Creek Terrace Bradenton, FL 34202	Florida	Corporation	805000165941	Will Assume Disappearing Entity FEIN

**3. Merger; Effectiveness.** The name of the Surviving Entity shall be Albert Tuber & Associates, Inc. and shall be governed by the laws of the State of Florida. The purposes, powers and objects, identity, existence, privileges, franchises and immunities of the Surviving Entity are as described in the Surviving Entity's Articles of Incorporation, from and after the Effective Date of the Merger; and, the identity, existence, property, assets, rights, privileges, powers, franchises and immunities of the Disappearing Entity shall be merged with and into the Surviving Entity and the Surviving Entity shall be fully vested therewith. As of the Effective Date of the Merger, the separate existence of the corporate organization of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, pursuant to the laws of the State of Ohio and the State of Florida.

**4. Distribution to Shareholders of the Constituent Entities.** The manner and basis of making distributions to the Shareholders of the Constituent Entities and the extinguishment or substitution for their shares of Common Stock as the case may be, shall be as follows:

The Shareholders of the Disappearing Entity shall surrender their certificate or certificates for all its shares of Common Stock in the Disappearing Entity to the Surviving Entity prior to the Effective Date of the Merger. Upon surrender to the Surviving Entity of the certificate or certificates of said shares of the Disappearing Entity, said shares of Common Stock shall be cancelled. As the Shareholders of the Disappearing Entity and the Shareholders of the Surviving Entity are the only Shareholders of both the Surviving Entity and the Disappearing Entity and own the same percentage of the issued and outstanding shares

of both the Surviving Entity and the Disappearing Entity, no additional shares of Common Stock of the Surviving Entity will be issued in exchange for the shares of Common Stock of the Disappearing Entity so surrendered and cancelled, and subsequent to the Effective Date of the Merger, the Shareholders will continue as the only Shareholders of the Surviving Entity.

**5. Satisfaction of Rights of Disappearing Entity Shareholders.** All shares of the Common Stock of the Surviving Entity, into which shares of Common Stock of the Disappearing Entity shall have been or would have been converted and become exchangeable for under this Agreement, shall be deemed to have been paid in full satisfaction of such converted shares.

**6. Fractional Shares.** Fractional shares of the Common Stock of the Surviving Entity will not be issued. Any Shareholder who shall be entitled to a fractional share greater than one-half ( $\frac{1}{2}$ ) shall be entitled to one additional share, and any Shareholder who shall be entitled to a fractional share equal to less than one-half ( $\frac{1}{2}$ ) shall not receive any additional shares.

**7. Effect of Merger.**

a. On the Effective Date of the Merger, the Surviving Entity shall possess, all and singular, the rights, privileges, immunities, 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 Constituent Entities, and all property, real and personal, of each of the Constituent Entities and all debts due either of the Constituent Entities on whatever account, as well as for share subscriptions and all other things in action or belonging to each of the Constituent Entities, shall be vested in the Surviving Entity; and, all property, rights, privileges, powers and franchises, and all and every other interest shall be, thereafter, as effectually the property of the Surviving Entity as they were of the several and respective Constituent Entities, and the title to any real estate vested by deed or otherwise in either of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entity shall thenceforth attach to the Surviving Entity 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 Entity. The Surviving Entity may record a certified copy of the Articles of Merger in any county in which a Constituent Entity holds an interest in real property.

b. If, at any time after the Effective Date of the Merger, the Surviving Entity shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm or record in the Surviving Entity the title to any property, rights, privileges, powers and franchises of the Disappearing Entity or otherwise carry out the provisions of this Agreement, the proper Directors and Officers of the Disappearing Entity last in office



shall execute and deliver, upon the Surviving Entity's request, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and franchises in the Surviving Entity, and otherwise to carry out the provisions of this Agreement.

**8. Filing with the Ohio Secretary of State and Florida Secretary of State.** The Disappearing Entity and Surviving Entity shall cause their respective President, or other duly designated Officer to execute, or cause to be executed, and file Articles of Merger and a Certificate of Merger in the form annexed to this Agreement, and upon the execution of this Agreement, shall be deemed incorporated by reference into the Articles of Merger and Certificate of Merger, as if fully set forth in such Articles of Merger, and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered, for filing by the Surviving Entity, to the Florida Secretary of State in accordance with Sections 607.1105 and 607.1107, F.S., and such Certificate of Merger shall be delivered for filing by the Surviving Entity, to the Ohio Secretary of State in accordance with Section 1701.81 of the Ohio Revised Code.

**9. Termination; Abandonment.** Notwithstanding the provisions hereof, this Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger as follows:

a. by mutual consent of the Board of Directors of the Disappearing Entity and the Board of Directors of the Surviving Entity; and

b. by either the Board of Directors of the Disappearing Entity or by the Board of Directors of the Surviving Entity if the Merger shall not have been effected.

In the event of termination of this Agreement and abandonment of the Merger as aforesaid, pursuant to this Section, written notice thereof forthwith shall be given by such Constituent Entity to the other and thereupon this Agreement and the Merger shall become void and of no effect, without any liability on the part of either of the Constituent Entities or their respective Directors and Shareholders.

The Surviving Entity hereby appoints the Ohio Secretary of State as its agent for substitute service of process pursuant to Section 1701.79 of the Ohio Revised Code in any proceeding to enforce against the Surviving Corporation any obligation, or the rights of any dissenting shareholders, of any domestic constituent corporation that is party to the Merger.

**10. Amendment and Waiver.** Either Constituent Entity may, at any time prior to the Effective Date of the Merger, by appropriate action taken and duly authorized in accordance with applicable law, waive any of the terms or conditions of this Agreement or agree to an amendment or modification of this Agreement by an agreement, in writing, executed in the same manner (but necessarily by the same persons) as this Plan of

Merger; provided, however, after a favorable vote by the Shareholders of a party hereto, any such action shall be taken by that party only if, in the opinion of the Director so acting, such amendment or modification will not have a material or adverse effect on the benefits intended under this Agreement for the Shareholders of such party and will not require re-solicitation of any proxies of such Shareholders.

**11. Counterparts.** For the convenience of the parties and to facilitate any required filing, this Agreement may be executed in one or more counterparts (including by means of facsimile or electronically transmitted signature pages), each of which shall be deemed an original but all of which shall constitute one and the same instrument.

**IN WITNESS WHEREOF**, each Constituent Entity has caused this Agreement to be executed by its appropriate duly authorized officer as of the date set forth above.

**SURVIVING ENTITY:**

**Albert Tuber & Associates, Inc.**, a Florida corporation

By: *Sandra R. Chapnick, Pres.*  
Sandra R. Chapnick, President

**DISAPPEARING ENTITY:**

**Albert Tuber & Associates Agency, Inc.**, an Ohio corporation

By: *Sandra R. Chapnick, Pres.*  
Sandra R. Chapnick, President