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(Requestor's Name)

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☐ MAIL

(Business Entity Name)

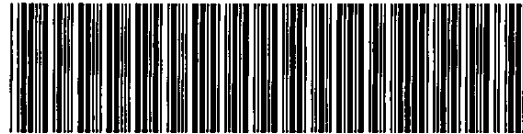
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2007 FEB 23 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELORS

2033 MAIN STREET, SUITE 600

SARASOTA, FLORIDA 34237

TELEPHONE (941) 366-8100

FACSIMILE (941) 366-6384

www.icardmerrill.com

DANIEL E. MANZANO
E-mail: dmanzano@icardmerrill.com

REPLY TO:
P.O. BOX 4165
SARASOTA, FLORIDA 34230

February 23, 2007

Sent via facsimile to (850) 245-6897

Thelma Lewis, Document Specialist Supervisor
Florida Department of State, Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

RE: Bailer Research, Inc. - Merger
Registration No.: P06000088796

Dear Ms. Lewis:

This is in response and sent pursuant to our recent telephone conversation concerning the merger documents for Bailer Research, Inc., a New Jersey Corporation and Bailer Research, Inc., a Florida Corporation, which were mailed to you for filing on February 15, 2007. As you mentioned, you are in need of a statement, to attach to the Plan of Merger, as to how the merger was adopted by each corporation.

Enclosed please find such a statement clarifying how the Plan was adopted. Please attach this statement to the Plan of Merger and kindly file the merger documents. As previously requested, please furnish us with a certified copy.

Thank you so much for your help with the filing these documents and should you need anything further or have any questions, please do not hesitate to call our office.

Yours very truly,



Carolyn Elvestrom
Legal Assistant to
Daniel E. Manzano

/ce

Enclosure (sent via facsimile)

**ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.**

ATTORNEYS AND COUNSELORS

2033 MAIN STREET, SUITE 600

SARASOTA, FLORIDA 34237

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DANIEL E. MANZANO

E-mail: dmanzano@icardmerrill.com

REPLY TO:

P.O. BOX 4195

SARASOTA, FLORIDA 34230

February 15, 2007

Sent via Federal Express #8586 9071 9010

Thelma Lewis, Document Specialist Supervisor
Florida Department of State, Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

Re: Bailer Research, Inc. - Ref. Number P06000088796

Dear Ms. Lewis:

Pursuant to our recent telephone conversation concerning the merger of Bailer Research, Inc., a New Jersey Corporation ("Bailer NJ") into Bailer Research, Inc., a Florida Corporation ("Bailer FL"), enclosed please find two fully executed original copies of the Articles of Merger of Bailer NJ into Bailer FL, each with an attached fully executed original copy of the Plan of Merger. As stated in Mr. Manzano's letter to you of November 14, 2006, the Articles of Merger were drafted on behalf of both corporations and were approved by both corporations pursuant to the enclosed Plan of Merger and all applicable Florida and New Jersey statutes.

These documents were initially sent to you for filing in November, 2006, along with the filing fee of \$78.75 (which you are holding on deposit); however, the documents were returned to us by your Department due to a problem with the effective date of the merger. As we discussed on the telephone, the 'effective date' of the merger has now been deleted from the documents and we are returning them to you for filing. A copy of your letter to Mr. Manzano, dated January 9, 2007, is also enclosed, as requested, for your reference.

Please file these merger documents and furnish Mr. Manzano with one certified copy of the filed documents at the address shown above.

Thank you for your assistance, and if you have any questions, please do not hesitate to contact our office at (941) 366-8100 (ext. 244).

Yours very truly,



Carolyn Elvestrom

Legal Assistant to

Daniel E. Manzano

/ce

Enclosures

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2007

DANIEL E. MANZANO
ICARD, MERRILL, CULLIS, TIMM, ET AL
P. O. BOX 4195
SARASOTA, FL 34230

SUBJECT: BAILER RESEARCH, INC.
Ref. Number: P06000088796

We have received your document for BAILER RESEARCH, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your document is being returned as I have had no further communication with you since our phone call of November 17, 2006.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 207A00001752

**ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.**

ATTORNEYS AND COUNSELORS

2033 MAIN STREET, SUITE 600

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www.icardmerrill.com

DANIEL E. MANZANO
E-mail: dmanzano@icardmerrill.com

REPLY TO:
P.O. BOX 4195
SARASOTA, FLORIDA 34230

November 14, 2006

SENT VIA FEDERAL EXPRESS

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

RE: Bailer Research, Inc. - Merger
Registration No.: P06000088796

Dear Sir/Madam:

Enclosed please find original, fully executed Articles of Merger, with an attached original, fully executed Plan of Merger for the merger of Bailer Research, Inc., a New Jersey corporation into Bailer Research, Inc., a Florida corporation. The Articles of Merger were drafted on behalf of both corporations and were approved by both corporations pursuant to the enclosed Plan of Merger, and all applicable Florida and New Jersey statutes.

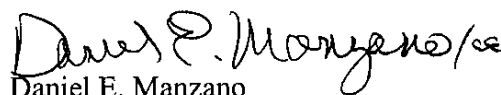
Also enclosed please find a check in the amount of \$78.75, to cover your filing fee for the merging corporation, the surviving corporation, and for one certified copy of filed merger documents. The aforementioned merger documents are enclosed in duplicate for certification purposes. We have arranged with the State of New Jersey to have this merger effective as of December 1, 2006, and we would appreciate any efforts on your behalf to expedite this matter and permit for the merger to be filed and effective by that date in Florida as well.

Please return all correspondence concerning this matter, and kindly direct any questions you may have, to the undersigned. A prepaid return Federal Express envelope is enclosed for your convenience.

Thank you for your assistance.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.


Daniel E. Manzano

(Signed in Mr. Manzano's absence to avoid delay)

DEM/cee

Enclosures

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**ARTICLES OF MERGER
OF
BAILER RESEARCH, INC.,
A NEW JERSEY CORPORATION
INTO
BAILER RESEARCH, INC.,
A FLORIDA CORPORATION**

FILED
2007 FEB 23 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, of the Florida Statutes, and Title 14(A) of the New Jersey Statutes, BAILER RESEARCH, INC., a New Jersey corporation ("Disappearing Entity"), and BAILER RESEARCH, INC., a Florida corporation ("Surviving Entity") (Surviving Entity and Disappearing Entity are hereinafter referred to, collectively, as the "Constituent Entities") adopt the following Articles of Merger, for the purpose of effectuating the merger of Disappearing Entity into Surviving Entity (the "Merger"). The Merger will be effective as of the first date on which these Articles and all other merger documents have been filed in New Jersey and Florida (the "Effective Date").

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

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>
Bailer Research, Inc. 5 Valencia Isle Drive Lake Hopatcong, NJ 07849	New Jersey	Corporation	0100395242	22-2931576

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>
Bailer Research, Inc. 1281 Gulf of Mexico Drive #908 Longboat Key, FL 34228	Florida	Corporation	P06000088796	20-5389838

2. Plan of Merger Requirements. The plan of merger annexed hereto as Exhibit 1 and made a part hereof (the "Plan of Merger") meets the requirements of Section 607.1101 of the Florida Statutes and Title 14(A) of the New Jersey Statutes, and was approved and executed by each domestic corporation that is a party to the Merger in accordance with Chapter 607 of the Florida Statutes and by each foreign corporation that is a party to the Merger in accordance with Title 14(A) of the New Jersey Statutes and the respective laws of all applicable jurisdictions.

3. **Appointment of New Jersey Secretary of State.** Surviving Entity hereby irrevocably appoints the New Jersey Secretary of State as its agent for substitute service of process pursuant to Title 14(A) of the New Jersey Statutes in any proceeding to enforce any obligation or rights of any dissenting shareholder of each New Jersey corporation that is a party to the Merger.
4. **Dissenters' Rights.** Surviving Entity agrees to pay the dissenting shareholders of each New Jersey company that is a party to the Merger the amount, if any, to which they are entitled under Title 14(A) of the New Jersey Statutes.
5. **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 of any Constituent Entity that is a party to the Merger.
6. **Method of Accomplishing the Merger.** Pursuant to the attached Plan of Merger, all issued and outstanding shares of stock of Disappearing Entity will be acquired by Surviving Entity by means of the Merger.
7. **Compliance.** These Articles of Merger comply and were executed in accordance with the laws of each Constituent Entity's applicable jurisdiction. Disappearing Entity is merged into Surviving Entity pursuant to Section 607.1107 of the Florida Statutes, and Title 14(A) of the New Jersey Statutes.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of November 13, 2006.

SURVIVING ENTITY:

BAILER RESEARCH, INC., a Florida corporation

By: Joseph W. Bailer
Joseph W. Bailer, President

DISAPPEARING ENTITY:

BAILER RESEARCH, INC., a New Jersey corporation

By: Joseph W. Bailer
Joseph W. Bailer, President

*This document is a supplement to the Plan of Merger, referenced below,
filed with the Florida Department of State Division of Corporation*

**PLAN OF MERGER
BY AND BETWEEN
BAILER RESEARCH, INC.,
A NEW JERSEY CORPORATION
AND
BAILER RESEARCH, INC.,
A FLORIDA CORPORATION**

The Plan of Merger was adopted by the Shareholders of the surviving corporation and Shareholders of the merging corporation on November 13, 2006.

**PLAN OF MERGER
BY AND BETWEEN
BAILER RESEARCH, INC.,
A NEW JERSEY CORPORATION
AND
BAILER RESEARCH, INC.,
A FLORIDA CORPORATION**

THIS PLAN OF MERGER (the "Plan") is entered into as of November 13, 2006, by and between Bailer Research, Inc., a New Jersey corporation ("Disappearing Entity"), located at 715 Route 15 South, Lake Hopatcong, NJ 07849, and Bailer Research, Inc., a Florida corporation ("Surviving Entity"), located at 1281 Gulf of Mexico Drive #908, Longboat Key, FL 34228 (Surviving Entity and Disappearing Entity are hereinafter referred to, collectively, as the "Constituent Entities"). The Plan, which was adopted and approved by each party to the Merger in accordance with Section 607.1107 of the Florida Statutes and Title 14(A) of the New Jersey Statutes, is being submitted in accordance with Section 607.1101, *et seq.*, of the Florida Statutes and Title 14(A) of the New Jersey Statutes, and is drafted and executed for the purpose of approving and promoting the merger of Disappearing Entity into Surviving Entity (the "Merger").

RECITALS

A. Disappearing Entity has authorized capital stock consisting of 100 shares of common stock, with par value of \$1.00 per share, of which 100 shares are issued and outstanding on the date hereof. Surviving Entity has an authorized capital stock consisting of 100 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 Disappearing Entity and the Board of Directors of Surviving Entity deem it advisable that Disappearing Entity be merged into Surviving Entity, under and pursuant to the provisions of this Plan and in accordance with the applicable statutes of the State of New Jersey and the State of Florida.

NOW, THEREFORE, in consideration of the premises and the covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties, with the intent of being legally bound hereby agree, pursuant to the applicable laws of the State of New Jersey and the State of Florida, that Disappearing Entity shall be, and it hereby is, as of the effective date of the Merger, merged into 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 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>
Bailer Research, Inc. 5 Valencia Isle Drive Lake Hopatcong, NJ 07849	New Jersey	Corporation	0100395242	22-2931576

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>
Bailer Research, Inc. 1281 Gulf of Mexico Drive #908 Longboat Key, FL 34228	Florida	Corporation	P06000088796	20-5389838

3. **Merger; Effectiveness.** The name of Surviving Entity shall be Bailer Research, Inc., and Surviving Entity shall be governed by the laws of the State of Florida. The Merger will be effective as of the first date on which these Articles and all other merger documents have been filed in New Jersey and Florida (the "Effective Date"). The purposes, powers, objects, identity, existence, properties, assets, rights, privileges, powers, franchises, and immunities of Surviving Entity are as described in Surviving Entity's Articles of Incorporation, from and after the Effective Date; and, the identity, existence, properties, assets, rights, privileges, powers, franchises, and immunities of Disappearing Entity shall be merged with and into Surviving Entity and Surviving Entity shall be fully vested therewith. As of the Effective Date, the separate existence of the corporate organization of Disappearing Entity, except insofar as it may be continued by statute, shall cease, pursuant to the laws of the State of New Jersey 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 of their shares of common stock, as the case may be, shall be as follows:

The shareholders of Disappearing Entity shall surrender their certificate(s) for all of their shares of "common stock" in Disappearing Entity to Surviving Entity prior to the Effective Date of the Merger. Upon surrender to Surviving Entity of the certificate(s) of said shares of Disappearing Entity, said shares of Disappearing Entity's common stock shall be cancelled. As the shareholders of Disappearing Entity and the shareholders of Surviving Entity are the only shareholders of both Surviving Entity and Disappearing Entity and own the same percentage of the issued and outstanding shares of both Surviving Entity and Disappearing Entity, no additional shares of common stock of Surviving Entity will be issued in exchange for the shares of common stock of Disappearing Entity so surrendered and cancelled, and subsequent to the Effective Date, the shareholders will continue as the only shareholders of Surviving Entity.

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

6. **Fractional Shares.** Fractional shares of the common stock of Surviving Entity will not be issued. Any shareholder who shall be entitled to a fractional share of Surviving Entity greater than one-half ($\frac{1}{2}$) shall be entitled to one additional share rather than said fractional interest, 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 for said fractional interest.

7. **Effect of Merger.**

a. On the Effective Date, Surviving Entity shall possess the privileges, properties, assets, rights, immunities, powers, and franchises of a public, as well as of a private nature, and shall 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 from 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 Surviving Entity; and, all privileges, properties, assets, rights, immunities, powers, and franchises, and all and every other interest shall be, thereafter, as effectively the property of 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 Entities shall thenceforth attach to 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 Surviving Entity. Surviving Entity may record a certified copy of the Articles of Merger and/or a Certificate of Merger in any county in which a Constituent Entity holds an interest in real or other property.

b. If, at any time after the Effective Date, 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 Surviving Entity the title to any rights, privileges, properties, assets, immunities, powers, and franchises of Disappearing Entity, or to otherwise carry out the provisions of this Plan, the proper directors and officers of Disappearing Entity last in office shall execute and deliver, upon 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 rights, privileges, properties, assets, immunities, powers, and franchises in Surviving Entity, and otherwise to carry out the provisions of this Plan.

8. **Filing with the New Jersey Secretary of State and the Florida Secretary of State.** Disappearing Entity and Surviving Entity shall cause their respective President or other duly designated officer to execute, or cause to be executed, and to file Articles of Merger and/or a

Certificate of Merger in all necessary jurisdictions, and upon the execution of the Plan it shall be deemed incorporated by reference into any such Articles of Merger and/or Certificates of Merger, as if fully set forth in such documents, and it shall become an exhibit to such documents. Thereafter, such Articles of Merger shall be delivered by Surviving Entity to the Florida Secretary of State for filing in accordance with Sections 607.1105 and 607.1107 of the Florida Statutes, and such Certificate of Merger shall be delivered by Surviving Entity to the New Jersey Secretary of State for filing in accordance with Title 14(A) of the New Jersey Statutes.

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

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

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

In the event of termination of this Plan and abandonment of the Merger, pursuant to this Section, written notice thereof shall be given by the terminating Constituent Entity to the other and thereupon this Plan 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 to the other(s).

Surviving Entity hereby appoints the New Jersey Secretary of State as its agent for substitute service of process pursuant to Title 14(A) of the New Jersey Statutes in any proceeding to enforce against Surviving Entity any obligation, or the rights of any dissenting shareholders of any party to the Merger.

10. Amendment and Waiver. Either Constituent Entity may, at any time prior to the Effective Date, by appropriate action taken and duly authorized in accordance with applicable law, waive any of the terms or conditions of this Plan or to an amendment or modification of this Plan by an agreement, in writing, executed in the same manner (but necessarily by the same persons) as this Plan, provided, however, that any such action shall only be taken after a favorable vote by the shareholders of a party hereto, and even then 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 Plan 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 Plan 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 Plan to be executed by its appropriate duly authorized officer as of the date first set forth above.

SURVIVING ENTITY:

BAILER RESEARCH, INC., a Florida corporation

By: Joseph W. Bailer
Joseph W. Bailer, President

DISAPPEARING ENTITY:

BAILER RESEARCH, INC., a New Jersey corporation

By: Joseph W. Bailer
Joseph W. Bailer, President