

P06000096775

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

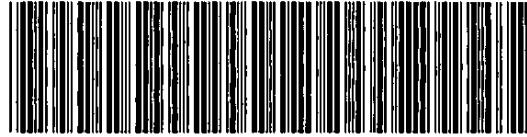
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
2006 OCT 18 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*

C. Coulllette OCT 19 2006

**McLane**

**McLane, Graf,  
Raulerson &  
Middleton**

*Professional Association*

NINE HUNDRED ELM STREET • P.O. BOX 326 • MANCHESTER, NH 03105-0326  
TELEPHONE (603) 625-6464 • FACSIMILE (603) 625-5650

Direct Dial: (603) 628-1436  
Internet: traci.tuttle@mcclane.com

OFFICES IN:  
MANCHESTER  
CONCORD  
PORTSMOUTH

October 17, 2006

**VIA FEDERAL EXPRESS**

State of Florida  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

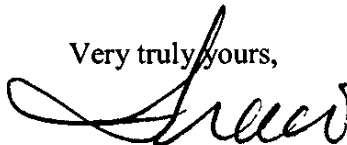
**Re: AK Associates, Inc. into KRAUS ASSOCIATES, INC.**

Dear Clerk:

Enclosed are Articles of Merger, Agreement and Plan of Merger, an as-filed copy of the Article of Merger in New Hampshire and our check in the amount of \$70.

Please file these documents and forward evidence to me. I have enclosed a self-addressed envelope for your convenience. If you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,



Traci Jaye Tuttle, CP  
Corporate Department

TJT/mtf  
Enclosure

cc: Elaine Kraus, President

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** KRAUS ASSOCIATES, 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:

Traci Jaye Tuttle, CP or Alan R. Gutzmer, Esq.  
(Contact Person)

McLane Law Firm  
(Firm/Company)

900 Elm Street  
(Address)

Manchester, NH 03105  
(City/State and Zip Code)

For further information concerning this matter, please call:

Traci Jaye Tuttle, CP At ( 603 ) 628-1436  
(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)

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)
KRAUS ASSOCIATES, INC.	Florida	P06000096775

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AK ASSOCIATES, INC.	New Hampshire	F05000003426
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED  
2006 OCT 18 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
October 1, 2006 \_\_\_\_\_ 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 October 1, 2006 \_\_\_\_\_.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

KRAUS ASSOCIATES, INC.

Claire M. Kane

**Elaine M. Kraus, President**

AK ASSOCIATES, INC.

x Clare M. Kaus

**Elaine M. Kraus, President**

**AGREEMENT AND PLAN OF MERGER  
OF**

AK ASSOCIATES, INC.  
(a New Hampshire corporation)

WITH AND INTO

KRAUS ASSOCIATES, INC.  
(a Florida corporation)

This AGREEMENT AND PLAN OF MERGER (hereinafter the "Agreement"), effective **October 1, 2006** ("Effective Date"), by and between AK ASSOCIATES, INC., a New Hampshire corporation (hereinafter "AK"), and KRAUS ASSOCIATES, INC., a Florida corporation (hereinafter the "KRAUS") (AK and KRAUS are hereinafter sometimes collectively referred to as the "Corporations").

**W I T N E S S E T H:**

WHEREAS, AK is a corporation duly organized and existing under the laws of the State of New Hampshire, having been duly incorporated on May 8, 2001, and having a principal place of business located in Derry, New Hampshire, with authorized capital stock consisting of Two Thousand (2,000) shares of no par value Common Stock; and

WHEREAS, KRAUS is a corporation duly organized and existing under the laws of the State of Florida, having been duly incorporated on July 24, 2006, and having a principal place of business located in St. Augustine, Florida, with authorized capital stock consisting of Two Thousand (2,000) shares of no par value Common Stock; and

WHEREAS, the Board of Directors of KRAUS and the Board of Directors and shareholders of AK believe it is advisable and to the advantage of the Corporations and their shareholders that the Corporations be merged to form a single Florida corporation;

WHEREAS, the Board of Directors of KRAUS and the Board of Directors and shareholders of AK have authorized and approved such merger and the execution of this Agreement in connection therewith, pursuant to the authority granted by, and in accordance with, the provisions of Section 607.0704 of the Florida General Corporation Act and Sections 293-A:11.01, 11.03 and 11.07 of the New Hampshire Revised Statutes Annotated; and

WHEREAS, the laws of the States of New Hampshire and Florida, under which the Corporations are organized, permit such a merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained in this Agreement, and for the purpose of stating the method and terms and conditions of the merger of the Corporations, and such other details and provisions as the parties deem desirable, the parties hereto agree as follows:

1. **Merger.** Upon the terms and conditions set forth in this Agreement by and among AK and the KRAUS and in compliance with the provisions of the New Hampshire Business Corporations Act ("NHBCA") and the Florida General Corporation Act ("FGCA"), on the Effective

Date, AK shall be merged with and into KRAUS and KRAUS shall continue to exist as the surviving entity ("Surviving Corporation") to be governed by the provisions of the Florida General Corporation Act (the "Merger"). The separate corporate existence of AK shall cease at the Effective Date, in accordance with the provisions of the NHBCA and the FBCA.

The rights of the creditors of the Corporations shall not in any way be impaired, nor shall any liability or obligation, including taxes due or to become due, or any claim or demand in any cause, existing against either of the Corporations, or any shareholder or officer thereof, be released or impaired by the Merger. The Surviving Corporation shall be deemed to have assumed, and shall be liable for, all liabilities and obligations of each of the Corporations in the same manner and to the same extent as it had itself incurred such liabilities or obligations. At the Effective Date, Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of each of the Corporations so merged.

It is the intent of the parties to this Agreement that the Merger described herein be accomplished pursuant to and in accordance with the requirements of 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and that the tax attributes of the AK, including its fiscal year, federal identification number and all other tax attributes be assumed by the Surviving Corporation and unimpaired by the Merger.

2. **Principal Place of Business.** The principal place of business of Surviving Corporation shall be 315 Ryder Cup Circle, Unit 206, St. Augustine, Florida 32092.

3. **Certificate of Incorporation.** The Certificate of Incorporation of KRAUS in effect immediately prior to the Effective Date of the Merger shall be the Certificate of Incorporation, as amended, of Surviving Corporation.

4. **Bylaws.** Upon the Effective Date of the Merger the Bylaws of KRAUS in effect immediately prior to the Effective Date of the Merger shall be the Bylaws of Surviving Corporation, until thereafter changed or amended as provided therein or by applicable law.

5. **Directors and Officers of Surviving Corporation.** The Board of Directors of Surviving Corporation shall be, until their successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of Surviving Corporation:

Elaine M. Kraus

and officers of Surviving Corporation shall be, until their successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of Surviving Corporation:

Elaine M. Kraus, President and Treasurer  
Arthur E. Kraus, Secretary

6. **Effect on Capital Stock.** As of the Effective Date, by virtue of the Merger and without any action on the part of the parties to this Agreement, the basis and manner of converting shares of the Common Stock of the Corporations shall be as follows:

- A. Each share in AK issued and outstanding immediately prior to the Effective Date shall be converted into one share in KRAUS.
- B. After the Effective Date, each holder of a certificate or certificates representing one or more shares of stock in AK shall surrender such certificate or certificates to AK and the same shall be canceled, and all interests in property of AK formerly represented by certificates for shares of stock of AK shall thereafter be represented by the issued and outstanding stock of KRAUS.
- C. There are no issued and outstanding shares of stock in KRAUS prior to the Merger.

7. **Abandonment.** This Agreement may be abandoned or amended (subject to certain limitations under law) by appropriate mutual action of the Boards of Directors of the Corporations at any time prior to the Effective Date. Such termination shall not give rise to any liability on the part of the Corporations or their directors, officers or shareholders with respect to this Agreement.

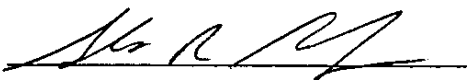
8. **Dissenter's rights.** Shareholders of either Corporation shall have the rights specified in NHBCA 293-A:13.02 and FBCA 607.1301 to dissent to this Agreement.

9. **Further Acts.** KRAUS and AK will cause to be executed and filed or recorded any document prescribed by the laws of the State of New Hampshire or the State of Florida and will cause to be performed all necessary acts within such State and elsewhere to effectuate the Merger.

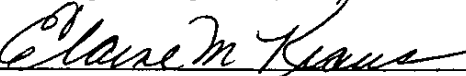
10. **Scope of Agreement.** This Agreement embodies the entire agreement between AK and KRAUS. There are no agreements, understandings, restrictions or warranties between AK and KRAUS other than as set forth herein.

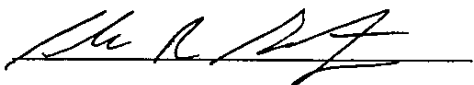
IN WITNESS WHEREOF, AK and KRAUS have caused this Agreement to be signed by their duly authorized officers, and their seals to be affixed, effective as of the day and year first above written.

Witness:



AK ASSOCIATES, INC.  
(a New Hampshire corporation)

By   
Elaine M. Kraus, President



KRAUS ASSOCIATES, INC.  
(a Florida corporation)

By   
Elaine M. Kraus, President



STATE OF NEW HAMPSHIRE

Filing fee: \$35.00  
Use black print or type.

Form No. 26  
RSA 293-A:11.05

ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

Kraus Associates, Inc.  
(surviving corporation)

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED DOMESTIC AND FOREIGN CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING THEM INTO ONE OF SUCH CORPORATIONS:

FIRST: The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act. THE PLAN OF MERGER IS ATTACHED. (Note 1)

Name of Domestic Corporation AK ASSOCIATES, INC.

- (Check one) A. ☐ Shareholder approval was not required.  
B. ☒ Shareholder approval was required. (Note 2)

Designation (class or series) of voting group	No. of shares outstanding	Total no. of votes entitled to be cast	Total no. of votes cast <u>FOR</u> <u>AGAINST</u>	<u>OR</u>	Total no. of undisputed votes <u>FOR</u>
Common	100	100	100		

SECOND: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

\*\*\*\*\*

Name of Foreign Corporation KRAUS ASSOCIATES, INC.

State of Incorporation Florida

THIRD: The laws of the state under which the foreign corporation was organized permit such a merger and the foreign corporation has complied with the laws of that state in effecting the merger.

State of New Hampshire  
Corp - Articles of Merger (Domestic and 6 Page(s))

CD Corp 26 Pg 1 V-1.0



T0628627037

ARTICLES OF MERGER  
INTO AK ASSOCIATES, INC.

Form No. 26  
(Cont.)

FOURTH: The aggregate number of shares, which the surviving corporation has authority to issue as a result of the merger is (Note 3) \_\_\_\_\_

Dated October 13, 2006

AK ASSOCIATES, INC. (Note 4)

By Elaine M. Kraus (Note 5)  
Signature of its President

Elaine M. Kraus  
Print or type name

\*\*\*\*\*

KRAUS ASSOCIATES, INC. (Note 4)

By Elaine M. Kraus (Note 5)  
Signature of its President

Elaine M. Kraus  
Print or type name

- Notes:
1. The Plan of Merger must be submitted with this form.
  2. All sections under "B." must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
  3. Complete this section if surviving corporation is a domestic corporation.
  4. Exact corporate names of respective corporations executing the Articles.
  5. Signature and title of person signing for the corporation. Must be signed by Chairman of the Board of Directors, President or other officer; or see RSA 293-A:1.20(f) for alternative signatures.

Mail fee and DATED AND SIGNED ORIGINAL (INCLUDING PLAN OF MERGER) to:  
Corporation Division, Department of State, 107 North Main Street, Concord,  
NH 03301-4989.