

PD60000112420

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

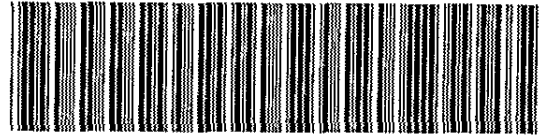
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Merger/cc
@ 10.20.06



500080857845

10/19/06--01008--005 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 OCT 19 PM 2:25

OCTOBER 18, 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SCARBOROUGH MANAGEMENT COMPANY, 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:

JEFFREY ASKEW, ESQ.
(Contact Person)

ASKEW + ASKEW, P.A.
(Firm/Company)

P O Box 14656
(Address)

NORTH PALM BEACH, FL 33408-4656
(City/State and Zip Code)

For further information concerning this matter, please call:

JEFFREY ASKEW, ESQ. At (561) 775-6399
(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 STATE
SECRETARY OF CORPORATIONS
06 OCT 19 PM 2:25

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)
Scarbrough Management Company, Inc.	Florida	P06000112420

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Scarbrough Management Company, Inc.	Ohio	200017800218
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 9 / 1 / 2006 (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 September 1, 2006.

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 September 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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Scarborough Management Company, Inc.

(a Florida Corporation)



John D. Scarborough, Jr., President

Scarborough Management Company, Inc.

(an Ohio Corporation)



John D. Scarborough, Jr., President

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

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

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 ATTACHED*

(Attach additional sheets if necessary)

Continuation Sheet
Plan of Merger
Scarborough Management Company, Inc.

Article Fourth

The manner and basis of converting the shares of each corporation is as follows:

The shareholders of the merging corporation (Ohio) shall receive 100% of the shares of the surviving corporation (Florida) in proportion to their ownership of the merging corporation. There shall be no cash or other property received as part of this transaction, which is structured to qualify as a tax-free "F" reorganization under Section 368 of the Internal Revenue Code.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

Not Applicable

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Not Applicable