

PO60000118518

(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



300081816763

*merged*

RECEIVED  
06 NOV 27 AM 11:03  
CLERK  
TALLAHASSEE, FLORIDA

FILED  
2006 NOV 27 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*11/27/06*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 620821 81523A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 70.00

ORDER DATE : November 27, 2006  
ORDER TIME : 9:48 AM  
ORDER NO. : 620821-005  
CUSTOMER NO: 81523A

ARTICLES OF MERGER

FAWN GROVE, INC.

INTO

FITZROY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

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

## ARTICLES OF MERGER (Profit Corporations)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name

Document Number  
(If known/ applicable)

FITZROY, INC.

## Florida

P06000118518

Name

Document Number  
(If known/ applicable)

FAWN GROVE, INC.

## Florida

P95000067863

**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.)

The Plan of Merger was adopted by the shareholders of the surviving corporation on October 27, 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 27, 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)*

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

FITZROY, INC.

The name and jurisdiction of each **subsidiary** corporation:

Name

FAWN GROVE, INC.

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All of the shares of FITZROY, INC. issued and outstanding at the effective date shall remain issued and outstanding after the effective date and shall be unaffected by the Merger. Each share of common stock of FAWN GROVE, INC. issued and outstanding at the effective date shall be cancelled, without any action on the part of the holder thereof.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

Typed or Printed Name of Individual & Title

Buchanan

ML 2aeju

**Marie L. Gayrin, President**