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12/29/09--01024--007 **70.00

EFFECTIVE DATE
12-31-09

FILED
09 DEC 29 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
C.COULLIETTE

JAN 04 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JMF Investment Holdings 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:

Michael A. Schroeder

Contact Person

Michael A. Schroeder, P.L.

Firm/Company

2300 Glades Road, Suite 400- East Tower

Address

Boca Raton, Florida 33431

City/State and Zip Code

mschroeder@schroederpl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael A. Schroeder

Name of Contact Person

At (561) 241-0300

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) |
|-------------------------------------|---------------------|--|
| <u>JMF Investment Holdings Inc.</u> | <u>Florida</u> | <u>P06000156900</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-------------------------------------|---------------------|--|
| <u>JMF Consulting Group II Inc.</u> | <u>Florida</u> | <u>P06000156788</u> |

EFFECTIVE DATE
12-31-09

| | | |
|-------|-------|-------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

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 12 / 31 / 09 (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 12/28/09 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/28/09 and shareholder approval was not required.

(Attach additional sheets if necessary)

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09 DEC 29 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

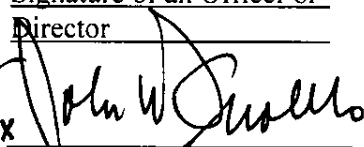
Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

JMF Investment Holdings

x

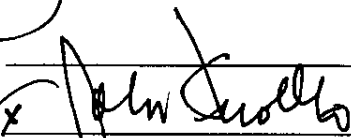


John M. Ferolito, President and Director

Inc.

JMF Consulting Group II

x



John M. Ferolito, President and

Inc.

Director

(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:

Jurisdiction

Florida

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

Jurisdiction

Florida

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:

Effective as of 11:59 p.m. on December 31, 2009 (the "Effective Time"), by virtue of the merger and without any action on the part of the parties or otherwise:

- (a) each issued and outstanding share of the capital stock of JMF Consulting Group II Inc. shall be cancelled without payment of any consideration and without any conversion; and
- (b) each issued and outstanding share of capital stock of JMF Investment Holdings Inc. shall remain issued and outstanding.

The articles of incorporation of JMF Investment Holdings Inc. in effect immediately prior to the Effective Time shall continue without change.

(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

JMF Investment Holdings Inc., a
Florida corporation

By: 

John M. Ferolito

Its: President and Director

JMF Consulting Group II Inc., a
Florida corporation

By: 

John M. Ferolito

Its: President and Director