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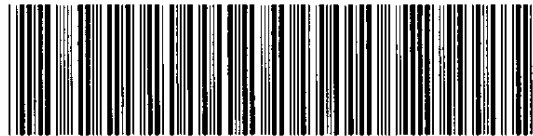
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger w/N.C.
C.COULLIETTE

AUG 19 2009

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 19 PM 3:07

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

National HR Advantage Inc.
with
Oasis Outsourcing Benefits
II Inc.

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
✓ Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
✓ Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

National HR Advantage Inc.

with

Oasis Outsourcing Benefits
II Inc.

Signature

Requested by:

Seth

8/19

1:30

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

✓ Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

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 August 19, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on [redacted] 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 August 19, 2009

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

National HR Advantage, Inc.

Arthur Scott

Arthur Scott *President*

Oasis Outsourcing Benefits II, Inc.

Terry Mayotte

Terry Mayotte *C.F.O.*

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>National HR Advantage, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Oasis Outsourcing Benefits II, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree that Oasis Outsourcing Benefits II, Inc. shall be merged with and into National HR Advantage, Inc., at which time the separate corporate existence of Oasis Outsourcing Benefits II, Inc. shall cease, and National HR Advantage, Inc. shall continue as the surviving corporation. All rights, privileges, powers and franchises of Oasis Outsourcing Benefits II, Inc. shall vest in National HR Advantage, Inc., and all debts, liabilities and duties of Oasis Outsourcing Benefits II, Inc. shall become debts, liabilities and duties of National HR Advantage, Inc.

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:

At the effective time of the merger, each share of common stock of the Merging Corporation shall be converted into a share of common stock of the Surviving Corporation, and the shareholders of the Merging Corporation shall become the shareholders of the Surviving Corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

The Articles of Incorporation of the Surviving Corporation are amended and restated in their entirety in the form attached hereto as Exhibit A.

Other provisions relating to the merger are as follows:

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATIONAL HR ADVANTAGE, INC.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATIONAL HR ADVANTAGE, INC.

National HR Advantage, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "FBCA"), does hereby certify that:

1. The name of this Corporation is National HR Advantage, Inc. and the Corporation was originally incorporated on January 18, 2007, effective January 17, 2007, pursuant to the FBCA.
2. The following resolutions amending and restating the Corporation's Articles of Incorporation were approved by the Corporation's Board of Directors by written action in lieu of a meeting dated as of August 19, 2009 and by all of the outstanding shares of Common Stock by unanimous written consent of the sole stockholder dated as of August 19, 2009, in accordance with the provisions of Section 607.0704 and 607.0821 of the FBCA. The number of votes cast by the shareholders was sufficient for approval of the Corporation's Amended and Restated Articles of Incorporation.
3. The Articles of Incorporation of the Corporation (originally filed on January 18, 2007, effective January 17, 2007) are hereby amended and restated in their entirety as follows:

ARTICLE I. Name

The name of the Corporation is "Oasis Outsourcing HR, Inc."

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock that the corporation shall be authorized to issue is one hundred thousand (100,000) shares of Common Stock, par value \$0.01 per share.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation is 2054 Vista Parkway #300, West Palm Beach, FL 33411 and the mailing address is the same.

The street address of the registered office of the corporation is 417 E. Virginia Street, Suite 1, Tallahassee, FL 32301 and the name of the registered agent of the corporation at that address is Capital Connection, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation has two (2) directors. The names and addresses of the members of the Board of Directors are:

Mark C. Perlberg
2054 Vista Parkway #300
West Palm Beach, FL 33411

Terry P. Mayotte
2054 Vista Parkway #300
West Palm Beach, FL 33411

ARTICLE VII. INDEMNIFICATION

A. The corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

I, Terry P. Mayotte, the Chief Financial Officer of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the FBCA, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 17th day of August, 2009.

National HR Advantage, Inc.

By:


Terry P. Mayotte

Its:

Chief Financial Officer

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

National HR Advantage, Inc., a corporation organized under the laws of the State of
Florida with its registered office, as indicated in the Amended and Restated Articles of
Incorporation, in the City of Tallahassee, State of Florida, has named Capital Connection, Inc.,
located at 417 E. Virginia Street, Suite 1, Tallahassee, FL 32301, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the
place designated in this Certificate, the undersigned hereby accepts to act in this capacity and
agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 19th day of August, 2009.

Capital Connection, Inc.



Seth Neeley, for Capital Connection, Inc.