

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6380

Attn: Karyn Gibson

Part  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Glidden - Spina & Partners, Architecture - Interior Design, Inc.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$78.75

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Florida Dept of State



December 31, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GLIDDEN - SPINA & PARTNERS, ARCHITECTURE - INTERIOR DES  
1401 FORUM WAY  
STE 100  
W PALM BEACH, FL 33401

SUBJECT: GLIDDEN - SPINA & PARTNERS, ARCHITECTURE - INTERIOR DESIGN, INC.  
REF: P07000029500

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You can not list the merging corporation with a D/B/A, please correct the name throughout the document.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 808A00062118

**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)
GLIDDEN-SPINA & PARTNERS, ARCHITECTURE- INTERIOR DESIGN, INC.	FLORIDA	P07000029500

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
OLIVER - GLIDDEN PARTNERS ARCHITECTS, INC.	Florida	656775

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**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 December 30 2008.

**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 December 30 2008.

(Attach additional sheets if necessary)

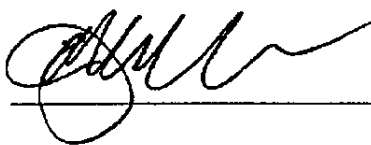
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

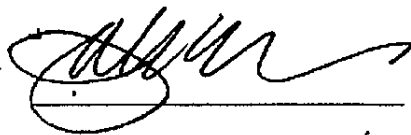
Typed or Printed Name of Individual & Title

GLIDDEN-SPINA &  
PARTNERS,  
ARCHITECTURE-  
INTERIOR DESIGN, INC.



Benjamin John Glidden III,  
Director + President

OLIVER - GLIDDEN  
PARTNERS ARCHITECTS,  
INC.



Benjamin John Glidden III,  
Director + President

### PLAN OF MERGER

THIS PLAN OF MERGER is made this 30 day of December, 2008, between GLIDDEN-SPINA & PARTNERS, ARCHITECTURE- INTERIOR DESIGN, INC., a Florida corporation (the "Surviving Corporation") and OLIVER - GLIDDEN PARTNERS ARCHITECTS, INC., a Florida corporation (the "Absorbed Corporation").

### WITNESSETH:

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1401 Forum Way, Suite 100, West Palm Beach, Florida 33401.

B. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 1401 Forum Way, Suite 100, West Palm Beach, Florida 33401.

C. The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1101, 607.1103 and other applicable sections of the Florida Statutes.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

1. Recitals. The foregoing recitals are true.
2. Names of Merging Corporations. The name and address of the corporations planning to merge are as follows:
  - a. OLIVER - GLIDDEN PARTNERS ARCHITECTS, INC., a Florida corporation  
1401 Forum Way, Suite 100  
West Palm Beach, Florida 33401
  - b. GLIDDEN-SPINA & PARTNERS, ARCHITECTURE- INTERIOR DESIGN, INC., a Florida corporation  
1401 Forum Way, Suite 100  
West Palm Beach, Florida 33401

3. Surviving Corporation. The name and address of the Surviving Corporation are as follows:

GLIDDEN-SPINA & PARTNERS, ARCHITECTURE- INTERIOR  
DESIGN, INC., a Florida corporation  
1401 Forum Way, Suite 100  
West Palm Beach, Florida 33401

4. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the real and personal property of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

5. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares, obligations or other securities of the Surviving Corporation and the manner and basis of converting rights to acquire shares of the Surviving Corporation into rights to acquire shares, obligations or other securities of the Surviving Corporation are as follows:

a. Each share of the shares of \$1.00 par value common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$1.00 par value common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. There are no fractional shares of the Absorbed Corporation outstanding and no fractional shares shall be issued in connection with the merger.

b. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided in subparagraph (a) above.

6. Changes in Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

7. Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

8. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation.

9. Effective Date of Merger. The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date set forth above.

OLIVER - GLIDDEN PARTNERS  
ARCHITECTS, INC.

By:   
Benjamin John Glidden III, as its President

GLIDDEN-SPINA & PARTNERS,  
ARCHITECTURE- INTERIOR DESIGN,  
INC., a Florida Corporation

By:   
Benjamin John Glidden III, as its President

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH            )

The foregoing Bill of Sale was acknowledged before me this 30<sup>th</sup> day of December, 2008, by Benjamin John Glidden III, the President of OLIVER - GLIDDEN PARTNERS ARCHITECTS, INC. d/b/a OLIVER - GLIDDEN- SPINA & PARTNERS ARCHITECTURE - INTERIOR DESIGN, INC., a Florida corporation, (    ) who is personally known to me OR (    ) who produced \_\_\_\_\_ as identification.

Kyla P. Sullivan  
Notary Signature

KYLA P. SULLIVAN  
Print Notary Name

NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH            )



Kyla P. Sullivan  
COMMISSION # DD660055  
EXPIRES: APR 08, 2011  
www.AARONNOTARY.com

The foregoing Bill of Sale was acknowledged before me this 30<sup>th</sup> day of December, 2008, by Benjamin John Glidden III, the President of GLIDDEN-SPINA & PARTNERS ARCHITECTURE- INTERIOR DESIGN, INC., a Florida corporation, (    ) who is personally known to me OR (    ) who produced \_\_\_\_\_ as identification.

Kyla P. Sullivan  
Notary Signature

KYLA P. SULLIVAN  
Print Notary Name

NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



Kyla P. Sullivan  
COMMISSION # DD660055  
EXPIRES: APR 08, 2011  
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