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Division of Corporations

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Florida Department of State

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MERGER OR SHARE EXCHANGE

James E. Albertelli, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$68.75

Merger
10 4/12/14
78.75

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ARTICLES OF MERGER
of
ALBERTELLI LAW PARTNERS, LLC
with and into
JAMES E. ALBERTELLI, P.A.

Pursuant to Sections 607.1109 and 605.1025, Florida Statutes, **ALBERTELLI LAW PARTNERS, LLC**, a Florida limited liability company (the "Merged Company"), and **JAMES E. ALBERTELLI P.A.**, a Florida professional association (the "Surviving Corporation"), submit these Articles of Merger (the "Articles"):

1. **Plan of Merger.** A copy of the Agreement and Plan of Merger (the "Plan") of the Merged Company and the Surviving Corporation is attached to these Articles as Exhibit "A" and is specifically incorporated into these Articles by this reference.
2. **Effective Date.** The effective date of the merger is 12:00 a.m. Jacksonville, Florida time on April 1, 2014.
3. **Approval of Merger.** The members and manager of the Merged Company approved the Plan as of April 1, 2014, in accordance with the applicable provisions of Chapter 605, Florida Statutes. The directors and shareholders of the Surviving Corporation approved the Plan as of April 1, 2014, in accordance with the applicable provisions of Chapter 607, Florida Statutes.
4. **Surviving Entity.** The Surviving Corporation exists before the merger and is a domestic filing entity. The most recent amendment to its Articles of Incorporation are attached as an attachment to the Agreement and Plan of Merger.
5. **Appraisal Rights.** The Surviving Corporation agrees to pay any members of the Merged Company with appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

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CLERK OF DISTRICT COURT
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IN WITNESS WHEREOF, the Merged Company and the Surviving Corporation have executed these Articles of Merger as of April 1, 2014.

ALBERTELLI LAW PARTNERS, LLC

By: 
James E. Albertelli, Manager

JAMES E. ALBERTELLI, P.A.

By: 
James E. Albertelli, President

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EXHIBIT A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

of

ALBERTELLI LAW PARTNERS, LLC
(a Florida limited liability company)

with and into

JAMES E. ALBERTELLI, P.A.
(a Florida professional association)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 1st day of April, 2014, between **ALBERTELLI LAW PARTNERS, LLC**, a Florida limited liability company ("ALP"), and **JAMES E. ALBERTELLI, P.A.**, a Florida professional association ("JEA, PA") (ALP and JEA, PA are hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, ALP is a limited liability company organized and existing under the laws of the State of Florida and is an S-corporation for Federal income tax purposes, with its principal office at 208 North Laura Street, Suite 900, Jacksonville, Florida 32202;

WHEREAS, JEA, PA is a professional association organized and existing under the laws of the State of Florida and is an S-corporation for Federal income tax purposes, with its principal office at 208 North Laura Street, Suite 900, Jacksonville, Florida 32202; and

WHEREAS, all of the respective equity interest holders of each of the Constituent Entities have deemed it advisable to merge ALP with and into JEA, PA (the "Merger"), and have unanimously approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Entities have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

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ARTICLE I

On the Effective Date, as defined in Article VII below, the Merger shall become effective, at which time the separate existence of ALP shall cease and ALP shall be merged, pursuant to Florida law, with and into JEA, PA, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

ARTICLE II

The Surviving Entity shall be governed by the laws of the State of Florida.

ARTICLE III

On the Effective Date, the separate existence of ALP shall cease, and JEA, PA, as the Surviving Entity, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of ALP, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of ALP, if any, and neither the rights of creditors nor any liens on the property of the absorbed entity shall be impaired by the Merger.

ARTICLE IV

On the Effective Date, the current Articles of Incorporation of the Surviving Entity shall be amended and restated and their entireties as set forth on Exhibit A attached hereto.

ARTICLE V

The current officers and directors of the Surviving Entity shall continue to be the officers and directors of the Surviving Entity for the full unexpired terms of their office and until their successors have been elected or appointed and qualified following the Effective Date.

ARTICLE VI

Prior to and from and after the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of their respective governing bodies at any time prior to the Effective Date.

ARTICLE VII

The effective date of this merger shall be 12:00 a.m. Jacksonville, Florida time on April 1, 2014 (the "Effective Date").

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ARTICLE VIII

The stock in the Surviving Entity shall be recapitalized to be held by the shareholders of the Surviving Entity as follows:

	<u>Shares</u>
James E. Albertelli	85,000
Jonathan D. Sawyer	7,500
Robert K. Bowen, III	7,500

ARTICLE IX

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized representative as of the date first above written.

ALBERTELLI LAW PARTNERS, LLC**JAMES E. ALBERTELLI, P.A.**

By: _____
James E. Albertelli, Manager

By: _____
James E. Albertelli, President

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EXHIBIT A

Amended and Restated Articles of Incorporation

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
JAMES E. ALBERTELLI, P.A.**

- A. The name of the corporation is James E. Albertelli, P.A. (the "Corporation").
- B. The Articles of Incorporation were filed with the Florida Secretary of State on August 7, 2007, with an effective date of August 6, 2007.
- C. Amendments to the Articles of Incorporation were adopted on March 31, 2014, by the sole shareholder and sole member of the Board of Directors of the Corporation in order to increase the number of authorized shares, and to amend and restate the Articles of Incorporation in their entirety to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JAMES E. ALBERTELLI, P.A.**

ARTICLE I - NAME

The name of this Corporation is James E. Albertelli, P.A.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal place of business and mailing address of this Corporation are 208 North Laura Street, Suite 900, Jacksonville, Florida 32202.

ARTICLE III - PURPOSE

The purpose of this Corporation is to provide professional legal services.

ARTICLE IV - CAPITAL STOCK

The number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock.

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ARTICLE V - REGISTERED AGENT AND ADDRESS

The name and address of the registered agent are Smith Hulsey & Busey, Professional Association, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE VI - INDEMNIFICATION

Directors and officers of this Corporation may be indemnified to the fullest extent permitted by Florida law.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator are James E. Albertelli, 208 North Laura Street, Suite 900, Jacksonville, Florida 32202.

ARTICLE VIII - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE IX - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

D. The sole shareholder of the Corporation was the only person entitled to vote on this amendment and restatement, and the number of votes cast for the amendment and restatement was sufficient for approval by the sole shareholder.

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