

Florida Department of State
Division of Corporations
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To:

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

From:

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Phone : (813) 228-7411
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D. Ternes 107-3815

MERGER OR SHARE EXCHANGE

Paul T. Horgan, C.P.A., P.A.

Certificate of Status	0
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merger

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1/4/08



January 4, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PAUL T. HORGAN, C.P.A., P.A.
6400 MADISON STREET
NEW PORT RICHEY, FL 34652

SUBJECT: PAUL T. HORGAN, C.P.A., P.A.
REF: F07000124869

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.

Section 621.13(3), Florida Statutes, states that a professional corporation or limited liability company shall exchange shares or merge only with other domestic professional corporations or limited liability companies organized under this act to render the same specific professional service, and a merger or consolidation with any foreign corporation or limited liability company is prohibited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H08000002536
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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Paul T. Horgan, C.P.A., P.A.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Mitchell I. Horowitz

(Contact Person)

Fowler White Boggs Banker, P.A.

(Firm/Company)

501 E. Kennedy Blvd., Suite 1700

(Address)

Tampa, Florida 33602

(City/State and Zip Code)

For further information concerning this matter, please call:

Mitchell I. Horowitz

(Name of Contact Person)

At (813) 222-1105

(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

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name, street address of its principal office, jurisdiction, and entity type of the merging party (the "Merged Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PBR Reorg., P.A. 1310 W. Busch Blvd. Tampa, FL 33612	Florida	Corporation

Florida Document/Registration Number: P08000000598

SECOND: The name, street address of its principal office, jurisdiction, and entity type of the surviving entity (the "Surviving Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Paul T. Horgan, C.P.A., P.A. 6400 Madison Street New Port Richey, FL 34652	Florida	Corporation

Florida Document/Registration Number: P07000124869

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was approved by all of the directors and all of the shareholders of the Merged Entity on January 4, 2008.

FIFTH: The Plan of Merger was approved by all of the directors and all of the shareholders of the Surviving Entity on January 4, 2008.

SIXTH: These Articles of Merger shall be effective as of January 4, 2008.

SEVENTH: This merger is permitted by all laws of the State of Florida and is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Entity or the Articles of Incorporation or Bylaws of the Merged Entity.

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(a) Each share of capital stock, par value \$0.01 per share, of Surviving Corporation outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding as one share of capital stock.

(b) Any and all shares of capital stock of Merged Corporation, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be cancelled and extinguished and shall cease to exist, and shall be converted into one (1) share of capital stock of Surviving Corporation. As soon as practical after the Effective Date of the merger, any holder of a certificate or certificates representing shares of capital stock of Merged Corporation shall tender their respective certificates to Surviving Corporation for cancellation against issuance of shares of capital stock of Surviving Corporation based on the conversion ratio described above.

ARTICLE IV Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing Articles of Incorporation and Bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger.

(b) The directors of Surviving Corporation on the Effective Date shall remain as the directors of the Surviving Corporation after the merger.

(c) The officers of Surviving Corporation on the Effective Date shall remain as the officers of Surviving Corporation.

(d) The Surviving Corporation shall pay all expenses incident to this merger.

(e) Upon the Effective Date, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation. Further, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Corporation.

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(f) Following the merger, Surviving Corporation shall cause a copy of the Articles of Merger, or such other documents as the officers of Surviving Corporation shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(g) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers or managers of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan.

ARTICLE V
Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated January 4, 2008, by the directors and shareholders of the Merged Corporation, and the undersigned officer of the Merged Corporation has been authorized and directed to execute and submit the same.

(b) This Plan has been duly adopted and approved by written consent dated January 4, 2008, by the directors and shareholders of the Surviving Corporation, and the undersigned officer of the Surviving Corporation has been authorized and directed to execute and submit the same.

The parties have caused this Plan to be executed by their duly authorized officer as of the day and year first above-written.

PBR REORG., P.A.,
a Florida corporation

By: 

Paul T. Horgan
President

"Merged Corporation"

PAUL T. HORGAN, C.P.A., P.A.,
a Florida professional corporation

By: 

Paul T. Horgan

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President

"Surviving Corporation"

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") dated January 4, 2008, between PAUL T. HORGAN, C.P.A., P.A., a Florida professional corporation ("Surviving Corporation") and PBR REORG., P.A., a Florida corporation ("Merged Corporation") (hereinafter individually called "Merging Entity" and together with the Surviving Corporation called the "Merging Entities").

WITNESSETH:

WHEREAS, the Articles of Incorporation of the Surviving Corporation were filed in the office of the Secretary of State of Florida on November 19, 2007;

WHEREAS, the Articles of Incorporation of Merged Corporation were filed in the office of the Secretary of State of Florida effective on January 4, 2008; and

WHEREAS, the board of directors and the shareholders of the Surviving Corporation and the board of directors and the shareholders of the Merged Corporation have authorized the merger of Merged Corporation into Surviving Corporation pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law;

NOW, THEREFORE, the merger of Merged Corporation into Surviving Corporation shall be accomplished as follows:

ARTICLE I**Merger**

The Merged Corporation shall be merged into Surviving Corporation and Surviving Corporation shall merge Merged Corporation into itself effective as of January 4, 2008 (the "Effective Date").

ARTICLE II**Articles of Incorporation, Bylaws and Name**

The Articles of Incorporation and Bylaws of the Surviving Corporation shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be continue to be "PAUL T. HORGAN, C.P.A., P.A."

ARTICLE III**Conversion of Shares and Membership Interests**

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These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida this 4th day of January, 2008.

Paul T. Horgan, C.P.A., P.A.,
a Florida corporation

By: Paul T. Horgan

Paul T. Horgan
President

"Surviving Entity"

PBR Reorg., INC., P.A.
a Florida corporation

By: Paul T. Horgan

Paul T. Horgan
President

"Merged Entity"

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EXHIBIT A
PLAN OF MERGER

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