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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts JAN 07 2007

**Salem Law Group, P.A.**  
ATTORNEYS AT LAW

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Bank of America Plaza  
101 E. Kennedy Boulevard, Suite 3220  
Tampa, Florida 33602  
tel: 813.224.9000 / 888.531.3131  
fax: 813.221.8811

Tampa  
Washington, D.C.

December 29, 2007

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Merger between ONGCO, Inc., and Ong Management Company, Inc.

Dear Sir/Madam:

Please find enclosed the Articles of Merger and Amendment of ONGCO, Inc., and Ong Management Company, Inc., which we are submitting for filing, with the filing fee of \$70.00.

Please return all correspondence concerning these matters to the following

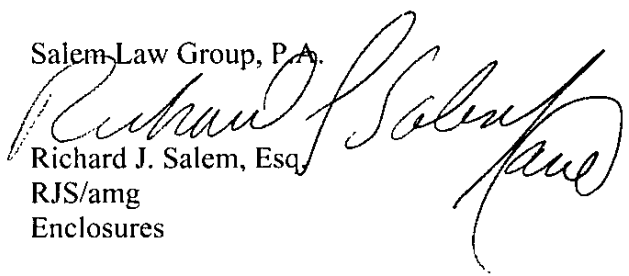
Richard J. Salem  
Salem Law Group, P.A.  
101 E. Kennedy Blvd., Suite 3220  
Tampa, Florida 33602  
Tel: 813-224-9000

If you have any questions, please feel free to contact us.

Respectfully yours,

Salem Law Group, P.A.

Richard J. Salem, Esq.  
RJS/amg  
Enclosures



**ARTICLES OF MERGER AND AMENDMENT OF ONGCO, INC. AND ONG  
MANAGEMENT COMPANY, INC.**

Pursuant to the provisions of the Florida Business Corporation Act and the Business Corporation Law of the state of New York, Ong Management Company, Inc., a Florida corporation, and Ongco, Inc., a New York corporation, adopt the following Articles of Merger and Amendment.

**Article I**

*Constituent Corporations.* The name of each constituent corporation to this merger is Ongco, Inc. ("Merging Corporation"), and Ong Management Company, Inc. ("Surviving Corporation"). The New York Department of State filed Ongco, Inc.'s certificate of incorporation on January 28, 2003. The Florida Department of State filed Ong Management Company, Inc.'s Articles of Incorporation on December 24, 2007.

**Article II**

*Surviving Corporation.* The name of the surviving corporation in this merger shall be Ong Management Company, Inc.

**Article III**

*Change of Name.* Effective upon the filing of these Articles of Merger and Amendment, the name of the Surviving Corporation is changed to Ongco, Inc.

**Article IV**

*Change of Address.* Effective upon the filing of these Articles of Merger and Amendment, the principal place of business address and the mailing address of the Surviving Corporation are each changed to 30229 Laurelwood Lane, Wesley Chapel, Florida 33543.

**Article V**

*Plan of Merger.* The Plan of Merger between the Surviving Corporation and the Merging Corporation is attached hereto and made a part hereof as Attachment "A."

**Article VI**

*Effective Date.* This merger shall be effective on December 31, 2007.

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## Article VII

### *Board of Directors Approval.*

1. The Board of Directors of the Merging Corporation approved the Plan of Merger on December 28, 2007.
2. The Board of Directors of the Surviving Corporation approved the Plan of Merger on December 28, 2007.

## Article VIII

### *Shareholder Approval.*

1. The sole Shareholder of the Merging Corporation approved the Plan of Merger on December 28, 2007.
2. The sole Shareholder of the Surviving Corporation approved the Plan of Merger on December 28, 2007.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of the 28th day of December, 2007.

**Ongco Inc.**

By: 

Richard J. Salem, Attorney-in-Fact  
for Robert Ong, President

**Ong Management Company, Inc.**

By: 

Richard J. Salem, Attorney-in-Fact  
for Robert Ong, President

## **PLAN OF MERGER OF ONGCO, INC., AND ONG MANAGEMENT COMPANY, INC.**

### **I. Names and Outstanding Shares of Constituent Corporations**

1. The name of each constituent corporation to this merger is Ongco, Inc., a New York corporation ("Merging Corporation"), and Ong Management Company, Inc., a Florida corporation ("Surviving Corporation"). The Merging Corporation has a single class and series of voting common stock, of which 200 shares will be outstanding immediately prior to the Effective Date (defined below). The Surviving Corporation has a single class and series of voting common stock, of which ten (10) shares will be outstanding immediately prior to the Effective Date.

2. Ong Management Company, Inc. will be the surviving corporation after the merger.

### **II. Terms and Conditions of Proposed Merger**

1. *Single Corporation.* On December 31, 2007 (the "Effective Date"), the Merging Corporation shall be merged with and into the Surviving Corporation. At the time of the merger, the separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation.

2. *Name Change.* Contemporaneous with the merger, the name of the Surviving Corporation will be changed to Ongco, Inc.

3. *Address Change.* Contemporaneous with the merger, the principal place of business address and the mailing address of the Surviving Corporation will each be changed to 30229 Laurelwood Lane, Wesley Chapel, Florida 33543.

4. *Title to Assets.* At the time of the merger, all the rights, privileges, immunities and powers of the Merging Corporation and the Surviving Corporation, and all of the real and other property owned by each of the constituent corporations, including, without limitation, the name, trademarks, trade names of each constituent corporation, shall vest in the Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of either constituent corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger.

5. *Liabilities and Obligations.* The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date.

6. *Pending Proceedings.* Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

7. *Articles of Incorporation.* The articles of incorporation of the Surviving Corporation in effect immediately prior to the Effective Date, shall be the articles of incorporation of the Surviving Corporation following this merger ("Articles of Incorporation"). The only changes or amendments to the Articles of Incorporation that shall occur in connection with this merger are that (1) the name of the Surviving Corporation shall be changed to Ongco, Inc. contemporaneous with this merger; and (2) the principal place of business address and the mailing address of the Surviving Corporation shall each be changed to 30229 Laurelwood Lane, Wesley Chapel, Florida 33543.

8. *Bylaws.* The bylaws of the Merging Corporation in effect immediately prior to the Effective Date shall be the bylaws of the Surviving Corporation following this merger ("Bylaws").

9. *Board of Directors and Officers.* The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until replaced as set forth in the Bylaws. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until replaced as set forth in the Bylaws.

### III. Manner and Basis of Converting Shares of the Merging Corporation into Shares of the Surviving Corporation

1. *Exchange of Shares.* On the Effective Date, each two (2) issued and outstanding shares of common stock of the Merging Corporation shall be converted into one full paid and nonassessable share of common stock of the Surviving Corporation. The Surviving Corporation, upon receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporation, shall issue to the shareholder of the Merging Corporation stock certificates representing one share of common stock of the Surviving Corporation for each two (2) shares of the Merging Corporation held by the shareholder. Any existing rights to acquire shares of the Merging Corporation shall be converted into a right to acquire half the number of shares of the Surviving Corporation.

2. *Cancellation of Shares.* On the Effective Date, each share of stock of the Merging Corporation, both those that are then issued and outstanding and those that are held in treasury shall, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

3. *Continuation of Shares.* Each share of stock of the Surviving Corporation that is issued and outstanding immediately prior to the merger shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger. Any right to acquire shares of the Surviving Corporation existing immediately prior to the merger shall remain a valid right to acquire shares of the Surviving Corporation notwithstanding the merger.

#### IV. Intent

It is the intent of the Merging Corporation and the Surviving Corporation that the transaction contemplated by this Plan of Merger shall constitute a merger under the Florida Business Corporation Act and the New York Business Corporation Law and qualify as a tax-free corporate reorganization within the meaning of IRC §§ 368(a)(1)(A) and/or 368(a)(1)(F).

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the 28th day of December, 2007.

**Ongco Inc.**

By: 

Richard J. Salem, Attorney-in-fact  
for Robert Ong, President

**Ong Management Company, Inc.**

By: 

Richard J. Salem, Attorney-in-Fact  
for Robert Ong, President