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08 JAN -8 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

Q. DeMato JAN 11 2008

January 7, 2008

Florida Secretary of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee FL 32314

Re: Owens and Associates Marketing Inc. Merger

To Whom It May Concern:

Enclosed are three copies of the Merger documents for the merger of Owens and Associates Marketing Inc, (Florida) and Owens and Associates, Inc (California).

Also enclosed is a check in the amount of \$87.50 to cover the costs of the merger filing plus TWO certified copies of the merger documents as required by the State of California.

If there are any questions, please contact me at 561 799 9599.

Thank You.

Sincerely,



Joseph T Owens

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Owens and Associates Marketing, Inc
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Joseph T Owens
(Contact Person)

Owens and Associates Marketing, Inc
(Firm/Company)

2805 Veronia Dr Suite 204
(Address)

Palm Beach Gardens FL 33410
(City/State and Zip Code)

For further information concerning this matter, please call:

Joseph T Owens At (561) 799-9599
(Name of Contact Person) (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

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)
Owens and Associates Marketing Inc	Florida	PO7000134876

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Owens and Associates, Inc	California	C1930219

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 January 3, 2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 January 3, 2008

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)

08 JAN - 8 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Name of Corporation

Typed or Printed Name of Individual & Title

Joseph T Owens - President, Secretary

Joseph T Owens - President, Secretary

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>Owens and Associates Marketing, Inc</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Owens and Associates, Inc</u>	<u>California</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:

1. Owens and Associates shall be merged with and into Owens and Associates Marketing Inc. As a result of the merger the separate existence of Owens and Associates, Inc shall cease and Owens and Associates Marketing, Inc shall continue as the surviving corporation of the merger.
2. Subject to the terms and conditions of the merger agreement the articles of merger (the "Florida Articles of Merger") shall be executed and filed with the Secretary of State of the State of Florida in accordance with the Florida Business Corporations Act as soon as is practicable after the closing. The merger shall become effective upon such filing of the Florida Articles of Merger.
3. Closing: The closing will take place on January 7, 2008 at the offices of Owens and Associates Marketing Inc., 2805 Veronia Dr Suite 204, Palm Beach Gardens, FL 33410.
4. Effects of the Merger: At the effective time of the merger all property, rights, privileges, powers and franchises of Owens and Associates, Inc and Owens and Associates Marketing Inc shall vest in the surviving corporation and all debts, liabilities and duties of Owens and Associates Marketing Inc and Owens and Associates Inc shall become the debts, liabilities and duties of the surviving corporation.
5. Surviving Corporation: Articles of Incorporation and Bylaws, Directors and Officers: At the effective time of the merger the Articles of Incorporation and Bylaws of Owens and Associates Marketing Inc shall become the Articles of Incorporation and Bylaws of the surviving corporation and the officers and directors of Owens and Associates Marketing Inc immediately prior to the effective time of the merger shall be the officers and directors of the surviving corporation.

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:

1. Conversion of Stock: 100,000 shares of Owens and Associates Inc have been issued with a value of \$.01. At the effective time of the merger each share of Owens and Associates, Inc stock issued and outstanding immediately prior to the effective time of the merger shall be converted into the right to receive one share of Owens and Associates Marketing, Inc stock (the surviving corporation).
2. Obligations: At the effective time of the merger the officers of Owens and Associates Marketing Inc will execute all documents required to assume the obligations of Owens and Associates Inc.

(Attach additional sheets if necessary)

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:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Owens and Associates Marketing, Inc

And

Owens and Associates Inc,

Plan of Merger

FIRST: The exact name, form/entity type and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type	Document Number
Owens and Associates Marketing, Inc	Florida	For Profit Corporation	PO7000134876
Owens and Associates, Inc	California	For Profit C Corporation	C1930219

SECOND: The exact name, form/entity type and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Owens and Associates Marketing, Inc	Florida	For Profit Corporation

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

1. Owens and Associates shall be merged with and into Owens and Associates Marketing Inc. As a result of the merger the separate existence of Owens and Associates, Inc shall cease and Owens and Associates Marketing, Inc shall continue as the surviving corporation of the merger.

2. Subject to the terms and conditions of the merger agreement the articles of merger (the "Florida Articles of Merger") shall be executed and filed with the Secretary of State of the State of Florida in accordance with the Florida Business Corporations Act as soon as is practicable after the closing. The merger shall become effective upon such filing of the Florida Articles of Merger.

3. Closing: The closing will take place on January 7, 2008 at the offices of Owens and Associates Marketing Inc., 2805 Veronia Dr Suite 204, Palm Beach Gardens, FL 33410.

4. Effects of the Merger: At the effective time of the merger all property, rights, privileges, powers and franchises of Owens and Associates, Inc and Owens and Associates Marketing Inc shall vest in the surviving corporation and all debts, liabilities and duties of Owens and Associates Marketing Inc and Owens and Associates Inc shall become the debts, liabilities and duties of the surviving corporation.

5. Surviving Corporation: Articles of Incorporation and Bylaws, Directors and Officers: At the effective time of the merger the Articles of Incorporation and Bylaws of Owens and Associates Marketing Inc shall become the Articles of Incorporation and Bylaws of the surviving corporation and the officers and directors of Owens and Associates Marketing Inc immediately prior to the effective time of the merger shall be the officers and directors of the surviving corporation.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

1. Conversion of Stock: 100,000 shares of Owens and Associates Inc have been issued with a value of \$.01. At the effective time of the merger each share of Owens and Associates, Inc stock issued and outstanding immediately prior to the effective time of the merger shall be converted into the right to receive one share of Owens and Associates Marketing, Inc stock (the surviving corporation).

2. Obligations: At the effective time of the merger the officers of Owens and Associates Marketing Inc will execute all documents required to assume the obligations of Owens and Associates Inc.

B. The manner and basis of converting the rights to acquire interests, shares, obligations or other securities of each merged party into the rights to acquire interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

1. Immediately following the effective time of the merger the right to receive shares of the surviving corporation shall be exercisable. Owens and Associates Marketing Inc, (the Surviving Corporation) will take all action as shall be necessary to effectuate the foregoing and will take all corporate action necessary to reserve and make available sufficient shares of Owens and Associates Marketing, Inc common shares for issuance.

2. Each share of Owens and Associates, Inc common stock issued and outstanding immediately prior to the effective time of the merger shall be converted into one share of common stock, par value \$.01 per share of the surviving corporation.

ADDITIONAL AGREEMENTS

1. Stockholder Approvals: This Agreement shall have been approved and adopted by the stockholders of Owens and Associates, Inc and Owens and Associates Marketing Inc as required.
2. If any term or other provision of this agreement is invalid, other provisions shall nevertheless remain in full force and effect.
3. Entire Agreement: This Agreement constitutes the entire agreement with respect to the subject matter hereof.
4. Assignment: This agreement shall not be assigned assigned by operation of law or otherwise.

In witness whereof, Owens and Associates Marketing, Inc and Owens and Associates Inc have caused this Agreement to be executed and delivered to their respective officers thereunto duly authorized.

Owens and Associates, Inc

By: _____

Name: Joseph T Owens

Title: President/Secretary

Owens and Associates Marketing, Inc

By: _____

Name: Joseph T Owens

Title: President/Secretary