

Division of Corporations

Page 1 of 1.

Florida Department of State  
Division of Corporations  
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Division of Corporations  
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From:

Account Name : BUTZEL LONG  
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## MERGER OR SHARE EXCHANGE

McFREDERIC NO. 28543, INC.

Certificate of Status	0
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12/23/2008

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# ARTICLES OF MERGER

(Profit Corporations)

EFFECTIVE DATE

12-31-08

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:

Name	Jurisdiction	Document Number (If known/ applicable)
McFREDERIC NO. 28543, INC.	FLORIDA	P07000136435

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
McFREDERIC NO. 11815, INC.	FLORIDA	P07000135443
McFREDERIC NO. 8247, INC.	FLORIDA	P07000135461

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 12 / 31 / 08 (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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December, 2008 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

McFrederic No. 28543, Inc.



Frederic J. Frederic, Director

McFrederic No. 11618, Inc.

Frederic J. Frederic, Director

McFrederic No. 6247, Inc.

Frederic J. Frederic, Director

408000278660 3

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## **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:

Name

Jurisdiction

McFREDERIC NO. 28543, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

McFREDERIC NO. 11615, INC.

FLORIDA

McFREDERIC NO. 6247, INC.

FLORIDA

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

None.

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:

*(Attach additional sheets if necessary)*

The Shareholders of McFrederic No. 28543, Inc., McFrederic No. 6247, Inc., and McFrederic No. 11615, Inc. immediately prior to the Merger, shall all be Shareholders of McFrederic No. 28543, Inc. immediately following the Merger, and shall, without further action, possess all rights and obligations granted to the Shareholders of McFrederic No. 28543, Inc. by its Charter and By-Laws.

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**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:

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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:

N/A

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:

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