

P08000011695

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700164055767

01/04/10--01015--025 **87.50

FILED
10 JAN -4 AM 9:54
% COURT OF STATE
TALLAHASSEE, FLORIDA

Morgan
* 2-cc her

R. ROSSER COLE

A LAW CORPORATION

R. ROSSER COLE
ATTORNEY

200 NORTH MARYLAND AVENUE, SUITE 302
GLENDALE, CALIFORNIA 91206
TELEPHONE (818) 500-9418 FAX NUMBER (818) 500-0129
E-MAIL: rosser@earthlink.net

ANN P. CHRISTENSEN
PARALEGAL

LIUSKA RINCON
PARALEGAL

JHONNA-LYN ESTIOKO
PARALEGAL

December 31, 2009

Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: Michael Baybak and Company, Inc.

Dear Secretary of State,

Enclosed please find one original and two copies of the Articles of Merger and Plan of Merger for the above referenced corporation with a check for \$87.50 for the filing fees and certified copies.

Please file and return two certified copies to our office in the envelope provided.

If you have any questions, please do not hesitate to contact our office at 818-500-9418.

Sincerely,



Liuska Rincon, Paralegal
for R. Rosser Cole, Esq.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Michael Baybak and Company, Inc.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Liuska Rincon
Contact Person

R. Rosser Cole, A Law Corporation
Firm/Company

200 N. Maryland Ave., Suite 302
Address

Glendale, CA 91206
City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Liuska Rincon at (818) 500-9418
Name of Contact Person Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 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)
<u>Michael Baybak and Company, Inc.</u>	<u>Florida</u>	<u>P08000011695</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Michael Baybak and Company, Inc.</u>	<u>California</u>	<u>C1026346</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
10 JAN 14 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 01/31/10 (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 December 10, 2009.

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 December 10, 2009.

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)

Michael Baybak, President

PLAN OF MERGER

(Non Subsidiaries)

The following Plan of Merger ("Agreement") is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

ARTICLE 1.

RECITALS OF CONSTITUENT CORPORATIONS

Disappearing Corporation

Section 1.01. Michael Baybak and Company, Inc., ("Disappearing Corporation") is a corporation duly organized, validly existing, and in good standing under the laws of the State of California.

Survivor

Section 1.02. Michael Baybak and Company, Inc. ("Surviving Corporation") is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida.

ARTICLE 2. MERGER

Surviving Corporation

Section 2.01 Disappearing Corporation shall be merged into Surviving Corporation under the laws of the State of Florida, pursuant to the terms and conditions of this Agreement.

ARTICLE 3. EFFECTIVE DATE

Effective Date

Section 3.01 This merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida. (the "Effective Date").

ARTICLE 4. TERMS AND CONDITIONS

Negative Covenants

Section 4.01. Between the date of this Agreement and the date on which the merger shall become effective, neither constituent corporation shall not:

- (a) Declare or pay any dividends to its shareholders.
- (b) Except in the normal course of business and for adequate value, dispose of any of its assets.

Further Assignments or Assurances

Section 4.02. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in the surviving corporation the title to any property or rights of Disappearing Corporation or otherwise carry out the provisions hereof, the proper officers and directors of Disappearing Corporation as of the effective date of the merger, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the surviving corporation, and otherwise carry out the provisions hereof.

ARTICLE 5. CONVERSION OF SHARES

Section 5.01. (a) Surviving Corporation. The shares of Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger but shall remain outstanding as shares of Surviving Corporation.

(b) Disappearing Corporation. On the Effective Date, each one issued and outstanding common share of Disappearing Corporation shall be converted into one common share, without par value, of Surviving Corporation, subject to adjustment as provided in this Agreement. No fractional shares of the common stock of the surviving corporation will be issued to the holders of the common stock of the disappearing corporation, but holders who would otherwise be entitled to receive a fraction of a share of the common stock of the surviving corporation on the basis of the conversion provided for herein shall in lieu thereof receive a cash payment equal to the value of such fraction, based on the market value of the common stock of the disappearing corporation as of the effective date of the merger.

Section 5.02. Each holder of the shares of the disappearing corporation shall surrender his shares, properly endorsed, to the surviving corporation or its agent, and shall thereupon receive in exchange therefor a certificate or certificates representing the number of shares of the surviving corporation into which the shares of the disappearing corporation have been converted.

ARTICLE 6. DIRECTORS

Board of Survivor

Section 6.01. The Board of Directors of Surviving Corporation shall be Michael Baybak who shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until such time as his successor has been elected and qualified.

ARTICLE 7. ARTICLES OF INCORPORATION

Section 7.01. The articles of Surviving Corporation as existing on the effective date of the merger, shall continue in full force as the articles of the surviving corporation until altered, amended as provided therein, or as provided by law.

ARTICLE 8. BYLAWS

Section 8.01. The bylaws of Surviving Corporation, as existing on the effective date of the merger, shall continue in full force as the bylaws of the surviving corporation until altered, amended, or repealed as provided therein or as provided by law.

**ARTICLE 9. INTERPRETATION AND
ENFORCEMENT**

Notices

Section 9.01. Any notice, request, demand, or other communication required or permitted hereunder shall be deemed to be properly given when deposited in the United States mail, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed:

(a) In the case of Disappearing Corporation to: Michael Baybak and Company, Inc., 2110 Drew Street, Suite 200, Clearwater, FL 33765, or to such other person or address as Disappearing Corporation may from time to time furnish to Surviving Corporation;

(b) In the case of Surviving Corporation to: Michael Baybak and Company, Inc., 2110 Drew Street, Suite 200, Clearwater, FL 33765, or to such other person or address as Surviving Corporation may from time to time furnish to Disappearing Corporation.

Counterpart Executions

Section 9.02. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Controlling Law

Section 9.03. The validity, interpretation, and performance of this Agreement shall be controlled by and construed under the laws of the State of Florida, the state in which this Agreement is being executed.

Executed on December 10, 2005 at Clearwater, Florida.

SURVIVING CORPORATION

Michael Baybak and Company, Inc.

by Michael Baybak

Michael Baybak, President

by Michael Baybak

Michael Baybak, Secretary

DISAPPEARING CORPORATION

Michael Baybak and Company, Inc.

by Michael Baybak

Michael Baybak, President

by Michael Baybak

Michael Baybak, Secretary