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(Requestor's Name)

(Address)

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(Business Entity Name)

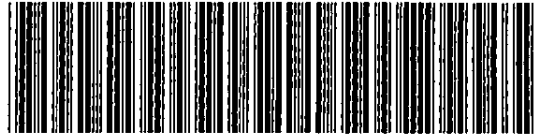
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*Call Mr. Larson 2/20*

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08 MAR -5 PM12:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Morgan  
TP6  
3-5*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 21, 2008

MR. DANIEL LARSON  
THE EAGLEPOINT GROUP, INC.  
162 WOODCREST LANE  
MULBERRY, FL 33860

SUBJECT: THE EAGLEPOINT GROUP, INC.  
Ref. Number: F07000001405

We have received your document for THE EAGLEPOINT GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

PER OUR TELEPHONE CONVERSATION ON FEBRUARY 21, 2006, YOU ARE WANTING TO MERGE THE MINNESTOA CORPORATION SO THAT THE RESULTING ENTITY WILL BE A FLORIDA CORPORATION OF THE SAME NAME. FIRST, ARTICLES OF INCORPORATION FOR THE NEW FLORIDA CORPORATION MUST BE FILED. THE FORM FOR THIS IS ENCLOSED. THE MERGER WILL THEN BE SIMULTANEOUSLY BE FILED, MERGING THE MINNESOTA CORP. INTO THE NEW FLORIDA CORP. THE FILING FEE FOR THE NEW CORPORATION IS \$70.00 PLUS \$8.75 FOR THE CERTIFIED COPY. PLEASE SEND THIS MONEY. THE FEE FOR THE MERER IS ALREADY HERE PENDING RECEIPT OF THE CORRECTED DOCUMENTS. THE MERGER DOCUMENT HAS BEEN CORRECTED HERE. PLEASE CALL WITH ANY QUESTIONS.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist Supervisor

Letter Number: 208A00011089

# **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)
The EaglePoint Group, Inc.	Florida	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The EaglePoint Group, Inc.	Minnesota	F07600001403

**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 1/1/08.

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 1/1/08.

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)

FILED  
08 MAR - 5 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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

The EaglePoint Group, Inc.

Florida

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

Name

Jurisdiction

The EaglePoint Group, Inc.

Minnesota

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

A share for share exchange with no change in ownership, officers, assets, liabilities or type of business.

**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:

Each share of the merging corporation will be exchanged for one share of the surviving corporation.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

The EaglePoint Group, Inc.

*Daniel L. Larson*

Daniel L. Larson, President

The EaglePoint Group, Inc.

*Daniel L. Larson*

Daniel L. Larson, President

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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: