

PD8000028506

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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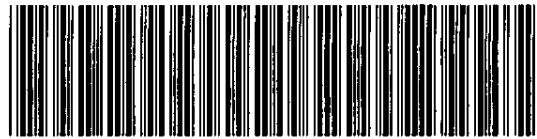
(Business Entity Name)

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2008 APR 11 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

TB 4-14-08

**MORRIS, ROWLAND, PREKEL & LEWINSKI, P.L.C.**

ATTORNEYS AND COUNSELLORS  
3221 W. BIG BEAVER ROAD, SUITE 102  
TROY, MICHIGAN 48064-2810

GEORGE L. MORRIS, JR.  
LEONARD J. PREKEL  
RICHARD R. LEWINSKI

EUGENE W. LEWIS, III  
(1940-2003)

JAMES W. ROWLAND  
(1922-2006)

(248) 649-2910  
Facsimile (248) 649-4679  
email: info@morrisrowland.com

March 25, 2008

Certified Mail/Return Receipt

Amendment Section  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Michigan Department of Labor & Economic Growth  
Bureau of Commercial Services - Corporation Division  
P.O. Box 30054  
Lansing, MI 48909

Re: Articles of Merger (Florida)  
and Certificate of Merger (Michigan) -

Management Services & Sales Inc., a Florida corporation  
and  
Management Services & Sales, Inc., a Michigan corporation

Gentlemen:

We are enclosing for immediate filing (i) State of Florida Articles of Merger (together with an executed original of Agreement of Merger and Plan of Reorganization entered into between Management Services & Sales Inc., a Florida corporation (P08000028506) and Management Services & Sales Inc., a Michigan corporation (ID Number 066967), together with our firm check number 16986 in the amount of \$35 (payable to the Florida Department of State) representing the Florida filing fee with the copy of this letter sent to the Florida Department of State and (ii) Certificate of Merger (together with an executed original of Agreement of Merger and Plan of Reorganization entered into between Management Services & Sales Inc., a Florida corporation (P08000028506) and Management Services & Sales, Inc., a Michigan corporation (ID Number 066967), together with our firm check number 16987 in the amount of \$50 (payable to the State of Michigan) representing the Michigan filing fee with the copy of this letter sent to the State of Michigan.

Morris, Rowland, Prekel & Lewinski, P.L.C.

Please send an acknowledgment of the filing of the Florida Articles of Merger and the Michigan Certificate of Merger to the undersigned.

If you have any questions, please call.

Very truly yours,



Leonard J. Prekel

LJP/sr  
enc.

cc: John F. O'Dell (w/o enc.)  
Judy Boaks (w/enc.)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 3, 2008

LEONARD J. PREKEL  
MORRIS, ROWLAND, PREKEL & LEWINSKI, PLC  
3221 W BIG BEAVER RD STE 102  
TROY, MI 48064-2810

SUBJECT: MANAGEMENT SERVICES & SALES INC.  
Ref. Number: P08000028506

We have received your document for MANAGEMENT SERVICES & SALES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 308A00019682

RECEIVED

2008 APR 11 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## 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)
Management Services & Sales Inc.	Florida	P08000028506

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Management Services & Sales Inc.	Michigan	066967 (Michigan ID#)
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 March 20, 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 March 20, 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)

FILED  
2008 APR 11 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Management Services &  
~~Sales Inc., a~~  
Florida corporation

*J. F. O'Dell*

JOHN F. O'DELL (President and a  
Director)

Management Services &  
Sales Inc., a Michigan  
corporation

*J. F. O'Dell*

JOHN F. O'DELL (President and a  
Director)

**(Non Subsidiaries)**

**First:** The name and jurisdiction of the surviving corporation:

## Jurisdiction

Florida

## Jurisdiction

Michigan

Michigan corporation merged into Florida corporation which is the survivor corporation; all assets of Michigan corporation transferred to Florida corporation which also assumed all liabilities of Michigan corporation. Articles of Incorporation of Florida corporation become Articles of Incorporation of surviving corporation; By-Laws of Michigan corporation become By-Laws of Florida corporation (Section 2 of Agreement of Merger).

One share of common stock of Florida corporation issued in exchange for  
one share of common stock of Michigan corporation (Section 3.1 of Agreement of Merger-  
attached). *(Attach additional sheets if necessary)*

## **AGREEMENT OF MERGER AND PLAN OF REORGANIZATION**

Agreement of Merger and Plan of Reorganization dated March 20, 2008 by and between Management Services & Sales Inc. a Michigan corporation (hereinafter "Michigan Corporation") and Management Services & Sales Inc., a Florida corporation called "Florida Corporation").

### **WHEREAS:**

1. The Director of Michigan Corporation and the Directors of Florida Corporation have resolved that Michigan Corporation be merged pursuant to the Corporation Law of the State of Florida and the Business Corporation Act of the State of Michigan into a single corporation existing under the laws of the State of Florida, to wit, Management Services & Sales Inc., a Florida corporation, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes hereinafter referred to as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of Michigan Corporation consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Michigan Common Stock"), of which 1,000 shares are issued and outstanding;

3. The authorized capital stock of Florida Corporation consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Florida Common Stock") ten (10) shares of which are issued and outstanding; and

4. The respective Director of Michigan Corporation and the Directors of Florida Corporation have approved the Merger upon the terms and conditions hereinafter set forth and have approved this Agreement;



NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Corporation Law of the State of Florida and the Business Corporation Act of the State of Michigan that Michigan Corporation shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Florida which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Shareholder's Meetings; Filings; Effects of Merger

1.1 Michigan Corporation's Shareholder's Meeting. Michigan Corporation shall call a meeting of its shareholders to be held in accordance with the Business Corporation Act of the State of Michigan at the earliest practicable date, upon due notice thereof to its shareholder to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by Michigan Corporation as Sole Shareholder of Florida. On or before April 1, 2008, Michigan Corporation, as the sole shareholder of Florida Corporation shall adopt this Agreement in accordance with the Corporation Law of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the shareholder of Michigan Corporation in accordance with the Business Corporation Act of the State of Michigan, (b) this Agreement has been adopted by Michigan Corporation as the sole shareholder of Florida Corporation in accordance with the Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Corporation

Law of the State of Florida and Articles of Merger shall be filed in accordance with the Business Corporation Act of the State of Michigan. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Michigan Corporation shall cease, and Michigan Corporation shall be merged into Florida Corporation which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of Michigan Corporation; and all and singular, the rights, privileges, powers and franchises of Michigan Corporation and all property, real, personal and mixed, and all debts due to Michigan Corporation on whatever account, as well for stock subscriptions and all other things in action or belonging to Michigan Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Michigan Corporation, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Michigan or any other jurisdiction, in Michigan Corporation shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Michigan Corporation shall be preserved unimpaired, and all debts, liabilities and duties of Michigan Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the last serving officers of Michigan Corporation or the corresponding officers of the Surviving Corporation,

may, in the name of Michigan Corporation, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all Michigan Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Management Services & Sales Inc. (a Florida corporation).

2.2 Articles of Incorporation. The Articles of Incorporation of Florida Corporation as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Article of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article I shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of Michigan Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of Michigan Corporation and the nature and amount of securities of Florida Corporation which the holders of shares of Michigan Corporation Common Stock are to receive in exchange for such shares are as follows:

3.1 Michigan Corporation Common Stock. Each one share of Michigan Corporation Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Florida Corporation Common Stock, and outstanding certificates representing shares of Michigan Corporation Common Stock shall thereafter represent shares of Florida Corporation Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for the new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Florida Corporation Common Stock Held by Michigan Corporation. All issued and outstanding shares of Florida Corporation Common Stock held by Michigan Corporation immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

#### 4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the merger, and whether before or after approval of this Agreement of Merger by the shareholder of Michigan Corporation, if the Director of Michigan Corporation or the Directors of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Management Services & Sales Inc., a Michigan corporation and Management Services & Sales Inc., a Florida corporation all on the date first above written.

ATTEST:

MANAGEMENT SERVICES & SALES INC., a  
Michigan corporation

Karen M. O'Dell  
KAREN M. O'DELL, Secretary,

By: John F. O'Dell  
JOHN F. O'DELL, President

(seal)

ATTEST:

MANAGEMENT SERVICES & SALES INC., a  
Florida corporation

Karen M. O'Dell  
KAREN M. O'DELL, Secretary,

By: John F. O'Dell  
JOHN F. O'DELL, President

(seal)