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2018 MAR 12 AM 9:11  
STATE OF FLORIDA

Merger/CC

MAR 13 2018  
LALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** TEACH OUR TOTS, 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:

NATHAN PARROTT

Contact Person

PRIMROSE SCHOOL OF OVIEDO

Firm/Company

1933 W COUNTY ROAD 419

Address

OVIEDO, FL 32766

City/State and Zip Code

VENDORS@PRIMROSEOVIEDO.COM

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

For further information concerning this matter, please call:

NATHAN PARROTT

Name of Contact Person

At ( 407 ) 928-7333

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 2, 2018

NATHAN PARROTT  
PRIMROSE SCHOOL OF OVIEDO  
1933 W. COUNTY ROAD 419  
OVIEDO , FL 32766

SUBJECT: TEACH OUR TOTS, INC.  
Ref. Number: P08000059860

We have received your document for TEACH OUR TOTS, 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):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 118A00004344

RECEIVED  
18 MAR 12 PM 2:51  
DIVISION OF CORPORATIONS  
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)
TEACH OUR TOTS, INC.	OVIEDO, FLORIDA 32766	P08000059860

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PARROTT HOLDINGS, LLC	OVIEDO, FLORIDA 32766	L08000060639

**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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 12/31/2017.

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 12/31/2017.

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)*

2018 FEB 12 AM 9:11  
 FILED



**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>
TEACH OUR TOTS, INC.	OVIEDO, FLORIDA 32766
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
PARROTT HOLDINGS, LLC	OVIEDO, FLORIDA 32766
_____	_____
_____	_____
_____	_____
_____	_____

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

TEACH OUR TOTS, INC. WILL ASSUME ALL ASSETS AND LIABILITIES OF PARROTT HOLDINGS, LLC. TEACH OUR TOTS, INC. D/B/A/ PRIMROSE SCHOOL OF OVIEDO WILL BE THE SURVIVING ENTITY AND CONTINUE ALL OPERATIONS OF THE 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:

NATHAN T PARROTT WILL MAINTAIN 50 PERCENT OWNERSHIP EQUITY OF TEACH OUR TOTS, INC.  
CARMELA S PARROTT WILL MAINTAIN 50 PERCENT OWNERSHIP EQUITY OF TEACH OUR TOTS, 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: EFFECTIVE, 01/31/2018, PARROTT HOLDINGS, LLC WILL MERGE WITH TEACH OUR TOTS, INC. THE SURVIVING ENTITY, TEACH OUR TOTS, INC. WILL ASSUME ALL OF THE ASSETS AND LIABILITIES FROM PARROTT HOLDINGS, LLC. PARROTT HOLDINGS, LLC WILL BE DISOLVED FOLLOWING THE MERGER AND A SINGLE ENTITY, TEACH OUR TOTS, INC. WILL CONTINUE THE COMBINED BUSINESS OPERATIONS.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: