

P090000088600

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Ad*  
*2/10/11*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Estalew Holdings, 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:

Donald R. Tescher, Esq.  
Contact Person

Tescher & Spallina, P.A.  
Firm/Company

4855 Technology Way, Suite 720  
Address

Boca Raton, FL 33431  
City/State and Zip Code

dtescher@tescherspallina.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donald R. Tescher At ( 561 ) 997-7008  
Name of Contact Person 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

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ARTICLES OF MERGER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These 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 is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Estalew Holdings, Inc.	Florida	P0900008860

**Second.** The names and jurisdictions of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Estalew, Inc.	Texas	129026900

**Third.** The Plan of Merger is attached as "Exhibit A"

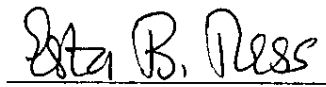
**Fourth.** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth.** The Plan of Merger was adopted by the board of directors of the surviving corporation on November 11, 2009, and shareholder approval was not required.

**Sixth.** The Plan of Merger was adopted by the shareholders of the merging corporation on November 11, 2009.

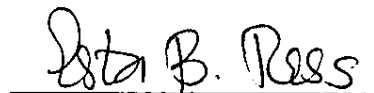
ESTALEW HOLDINGS, INC.,  
a Florida corporation

  
LEWIS M. RESS, President

  
ESTA B. RESS, Secretary

ESTALEW, INC.,  
a Texas corporation

  
LEWIS M. RESS, President

  
ESTA B. RESS, Secretary

## EXHIBIT "A"

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### PLAN OF MERGER

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This Plan of Merger is made and entered by and between the following Corporations (hereinafter collectively referred to as the "Constituent Corporations"):

- Estalew Holdings, Inc., a Florida corporation (the "Surviving Corporation"); and
- Estalew, Inc., a Texas corporation (the "Merged Corporation").

### BACKGROUND

The Directors and Shareholders of the Constituent Corporations have established that it is advisable for the general welfare and advantage of the Constituent Corporations that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, the terms and conditions of said merger are as follows:

1. This Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
2. The names of the corporations that are parties to the Merger are as follows:
  - (a) Estalew Holdings, Inc., a Florida corporation
  - (b) Estalew, Inc., a Texas corporation
3. The surviving corporation shall be Estalew Holdings, Inc., a Florida corporation.
4. To become effective, this Plan shall be approved by the Directors and Shareholders of Estalew, Inc., and the Directors of Estalew Holdings, Inc.
5. The Certificate of the Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Certificate of the Surviving Corporation until the same is altered, amended, or repealed.
6. The Merger will not effect any change in the Agreement of Corporation of the Surviving Corporation.
8. The Directors and Shareholders of the Surviving Corporation on the Effective Date shall be and remain the Directors and Shareholders of the Surviving Corporation.

10. Subject to the Articles of Merger and in accordance with Section 607.1101 of the FBCA and Section 1.002(55)(B) of BOC, the separate existence of the Merged Corporation on the Effective Date shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.


12. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.


13. On the Effective Date, each share of issued and outstanding Estalew, Inc. stock shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive ten (10) shares of the Surviving Corporation.

14. Promptly after the Effective Date and upon the surrender of a certificates or certificates representing shares of the Merged Corporation that were outstanding immediately prior to the Effective Date or an affidavit and indemnification in form reasonably acceptable to counsel for the Surviving Corporation stating that such Stockholder has lost their certificate or certificates or that such had been destroyed, the Surviving Corporation shall issue to each record holder of said stock a certificate or certificates registered in the name of such Stockholder representing the number of shares of the Surviving Corporation that such Stockholder is entitled to receive as set forth in Section 13 above.

**DIRECTORS**


ESTALEW HOLDINGS, INC.,  
a Florida corporation

  
LEWIS M. RESS, President

  
ESTA B. RESS, Secretary

ESTALEW, INC.,  
a Texas corporation

  
LEWIS M. RESS, President

  
ESTA B. RESS, Secretary

**SHAREHOLDERS:**

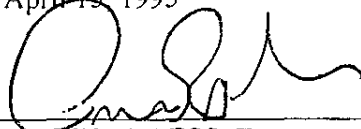
LEWIS M. RESS TRUST AGREEMENT  
dated March 30, 1995

By:   
LEWIS M. RESS, Trustee

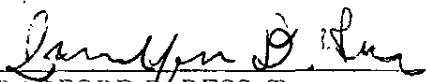
ESTA B. RESS TRUST AGREEMENT  
dated March 30, 1995

By:   
ESTA B. RESS, Trustee

ANDREW M. RESS TRUST AGREEMENT  
dated April 15, 1995

By:   
ANDREW M. RESS, Trustee

BRADFORD D. RESS TRUST AGREEMENT  
dated October 18, 1995

By:   
BRADFORD D. RESS, Trustee

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**ACTION BY BOARD OF DIRECTORS**  
**OF**  
**ESTALEW HOLDINGS, INC.**

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The undersigned, being the Board of Directors of Estalew Holdings, Inc., a Florida corporation, hereby waive all formal requirements to the action set forth herein including the holding of a meeting and notice of such meeting and hereby adopt the following action:

1. This Corporation shall execute on behalf of Estalew, Inc., a Texas corporation, and Estalew Holdings, Inc., a Florida corporation (the "Corporation") the Plan of Merger as attached hereto and incorporated herein as Exhibit "A". The purpose of the merger is to combine business operations to achieve economies of scale and avoid duplication of expense;

2. The Directors of this Corporation hereby recommend that the Plan of Merger be approved by the Shareholders of this Corporation;

3. The Directors and Officers of this Corporation are authorized and directed to effectuate and execute said Plan of Merger on behalf of this Corporation through the filing of Articles of Merger with respect to the Corporations in Florida and Texas and to take such other actions as may be necessary to effectuate said Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand this 11 day of NOV, 2009  
at Boca Raton, Florida.

  
LEWIS M. RESS, Director

  
ESTA B. RESS, Director