

PO9000094594

(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:

L. SELLERS

JAN - 3 2011

EXAMINER

Office Use Only



300189034323

300189034323
12/30/10--01010--025 **78.75



FILED
10 DEC 30 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Smith
Gardner Law
Slusky

8712 West Dodge Road ■ Suite 400 ■ Omaha, Nebraska 68114-3431
402.392.0101 ■ Fax 402.392.1011 ■ www.smithgardnerslusky.com

December 27, 2010

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

RE: Eaton Marketing Specialist and Consultants, L.L.C.
Eaton Marketing Specialist and Consultants, Inc.

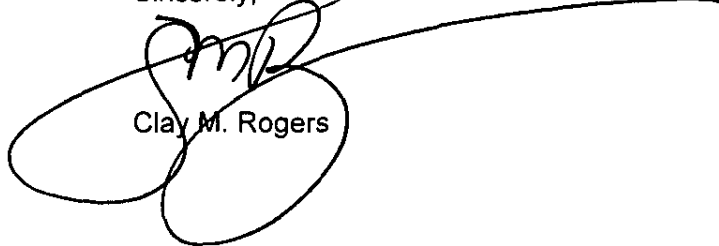
Dear Sir or Madam:

Please find enclosed for filing Articles of Merger in the above named entity. Also enclosed is our check in the amount of \$78.75 in payment of the filing fee.

Please return a file stamped copy of the Articles of Merger to the undersigned at your earliest convenience.

Thank you for your assistance and cooperation in this matter.

Sincerely,



Clay M. Rogers

CMR/mmm
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Eaton Marketing and Specialist Consultants, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Clay M. Rogers

Contact Person

Smith, Gardner, Slusky, Lazer, Pohren, & Rogers, LLP

Firm/Company

8712 W. Dodge Road, Suite 400

Address

Omaha, NE 68114

City, State and Zip Code

crogers@smithgardnerslusky.com

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

For further information concerning this matter, please call:

Clay M. Rogers

at (402) 501-8112

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
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Eaton Marketing Specialist and Consultants, Inc.	Florida	Corporation
Eaton Marketing Specialist and Consultants, LLC	Nebraska	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Eaton Marketing Specialist and Consultants, Inc.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FILED
10 DEC 30 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: -

December 31, 2010

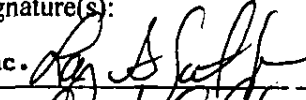
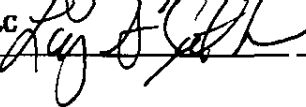
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Eaton Marketing Specialist and Consultants, Inc.		Larry G. Eaton, Jr.
Eaton Marketing Specialist and Consultants, LLC		Larry G. Eaton, Jr.

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

FILED
10 DEC 30 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
-------------	---------------------	-------------------------

Eaton Marketing Specialist and Consultants, Inc.	Florida	Corporation
--------------------------------------------------	---------	-------------

Eaton Marketing Specialist and Consultants, LLC	Nebraska	LLC
-------------------------------------------------	----------	-----

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
-------------	---------------------	-------------------------

Eaton Marketing Specialist and Consultants, Inc.	Florida	Corporation
--------------------------------------------------	---------	-------------

THIRD: The terms and conditions of the merger are as follows:

Please see attached Plan of Merger.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached Plan of Merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached Plan of Merger.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

~~No~~

Not Applicable.

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not Applicable.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Not Applicable.

(Attach additional sheet if necessary)

**PLAN OF MERGER
FOR
EATON MARKETING SPECIALIST AND CONSULTANTS, L.L.C.
AND
EATON MARKETING SPECIALIST AND CONSULTANTS, INC.**

The following are the provisions for the Plan of Merger of Eaton Marketing Specialist and Consultants, L.L.C., a Nebraska limited liability company and Eaton Marketing Specialist and Consultants, Inc., a Florida corporation:

a. The Merged Organizations. The Limited Liability Company, Eaton Marketing Specialist and Consultants, L.L.C. (the "Merging Organization") shall merge with and into Eaton Marketing Specialist and Consultants, Inc., a Florida corporation (the "Surviving Organization").

b. Effective Date. The effective date of the merger shall be December 31, 2010.

c. Cessation of Separate Existence. The separate legal existence of the Merging Organization shall cease and continue under the authority and organization of the Surviving Corporation.

d. Survival and Continuation of Business. The legal existence of the Surviving Corporation shall continue and shall succeed to all the properties, rights, and other assets, and shall be subject to all the liabilities, of the Merged Organization without further action by any entity.

e. New Name of the Surviving Corporation. The name of the Surviving Organization after the effective date of the merger shall be Eaton Marketing Specialist and Consultants, Inc.

f. Manner of Conversion of Equity Interests. The equity interests of the Merging Organization shall be exchanged for membership interests of the Surviving Organization as follows:

<u>Name of Business Organization</u>	<u>Equity Interest</u>	<u>Quantity Outstanding</u>	<u>Equity Exchanged For Membership Interest</u>	<u>Equity Redeemed For Cash or Other Property</u>
Eaton Marketing Specialist and Consultants, L.L.C.	Percentage of Interest 100%	100%	100% for 100%	None

g. State of Organization. Eaton Marketing Specialist and Consultants, Inc. shall be organized and operate in accordance with and pursuant to the charter and the laws of the state of Florida. No changes in the Articles of

Organization of the Surviving Organization are required or desired as a result of the Merger.

h. Vote Entitlement of Member Interests and Stockholder Shares. The Plan of Merger has been presented to the Merging Organization and the Surviving Organization for consideration and approval in accordance with applicable statutory law, partnership and/or operating agreements, and binding legal agreements. As to each organization, the equity interest outstanding (partnership or member interest) of each class of equity interest required and/or entitled to vote as a class, and the relevant percentage of votes which could be cast, and the quantity of partners and/or members who voted, are as follows:

<u>Name of Business Organization</u>	<u>Equity Interest</u>	<u>Quantity Outstanding</u>	<u>Quantity Entitled to Vote</u>
Eaton Marketing Specialist and Consultants, Inc.	10,000 shares of stock	100%	100%
Eaton Marketing Specialist and Consultants, L.L.C.	Percentage of Member Interest	100%	100%

**ARTICLES OF MERGER
OF
EATON MARKETING SPECIALIST AND CONSULTANTS, INC.,
AND
EATON MARKETING SPECIALIST AND CONSULTANTS, L.L.C.**

Eaton Marketing Specialist and Consultants, Inc., a Florida corporation and Eaton Marketing Specialist and Consultants, L.L.C., a Nebraska limited liability company adopt the following Articles of Merger:

1. IDENTITY OF BUSINESS ORGANIZATIONS TO MERGER

The names of each business organization involved in the merger are as follows:

Eaton Marketing Specialist and Consultants, Inc., a Florida corporation, and Eaton Marketing Specialist and Consultants, L.L.C., a Nebraska limited liability company.

2. PLAN OF MERGER

A Plan of Merger was approved by the shareholders and directors of the corporation and the members of the limited liability company in the manner prescribed by the laws of Nebraska (Neb.Rev.St. § 21-2647-2651) as follows:

a. The Merged Organizations. The limited liability company, Eaton Marketing Specialist and Consultants, L.L.C. (the "Merging Organization") shall merge with and into Eaton Marketing Specialist and Consultants, Inc., a Florida corporation (the "Surviving Organization").

b. Effective Date. The effective date of the merger shall be December 31, 2010.

c. Cessation of Separate Existence. The separate legal existence of the Merging Organization shall cease and continue under the authority and organization of the Surviving Corporation.

d. Survival and Continuation of Business. The legal existence of the Surviving Corporation shall continue and shall succeed to all the properties, rights, and other assets, and shall be subject to all the liabilities, of the Merged Organization without further action by any entity.

e. New Name of the Surviving Corporation. The name of the Surviving Organization after the effective date of the merger shall be Eaton Marketing Specialist and Consultants, Inc.

f. Manner of Conversion of Equity Interests. The equity interests of the Merging Organization shall be exchanged for membership interests of the Surviving Organization as follows:

<u>Name of Business Organization</u>	<u>Equity Interest</u>	<u>Quantity Outstanding</u>	<u>Equity Exchanged For Membership Interest</u>	<u>Equity Redeemed For Cash or Property</u>
Eaton Marketing Specialist and Consultants, L.L.C.	100% Member Interest	100% for 100%	None	\$0.00

g. State of Organization. Eaton Marketing Specialist and Consultants, Inc., a Florida corporation, shall operate in accordance with and pursuant to the charter and the laws of the state of Florida. No changes in the Articles of Incorporation of the Surviving Organization are required or desired as a result of the merger.

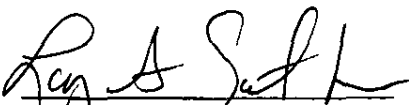
h. Vote Entitlement of Member Interests and Stockholder Shares. The Plan of Merger has been presented to the Merging Organization and the Surviving Organization for consideration and approval in accordance with applicable statutory law, operating agreements, and binding legal agreements. As to each organization, the equity interest outstanding (shareholder or member interest) of each class of equity interest required and/or entitled to vote as a class, and the relevant number and/or percentage of votes which could be cast, and the quantity of partners and/or members who voted, are as follows:

<u>Name of Business Organization</u>	<u>Equity Interest</u>	<u>Quantity Outstanding</u>	<u>Quantity Entitled to Vote</u>
Eaton Marketing Specialist and Consultants, Inc.	10,000 shares of stock	100%	100%
Eaton Marketing Specialist and Consultants,, L.L.C.	Percentage of Member Interest	100%	100%

3. RESULT OF VOTE ON PLAN OF MERGER

As to the Merging Organization and the Surviving Corporation, the shareholders and/or members, who were required and/or entitled to vote on the Plan of Merger, all voted unanimously in favor of the Plan of Merger.

Eaton Marketing Specialist and Consultants, L.L.C., a Nebraska
limited liability company

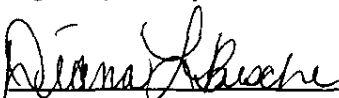
By: 
Larry G Eaton, Jr., authorized member

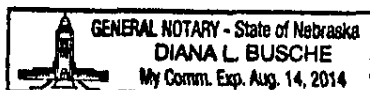
STATE OF NEBRASKA)

)ss

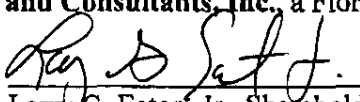
COUNTY OF DOUGLAS)

Before me on this 29 day of December 2010, Larry G. Eaton, Jr., representing himself as a duly
authorized member of the aforementioned general partnership, executed the foregoing instrument
on behalf of the corporation.


Notary Public



Eaton Marketing Specialist and Consultants, Inc., a Florida corporation

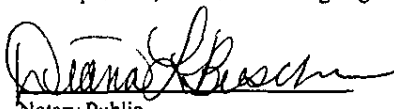
By: 
Larry G. Eaton, Jr., Shareholder

STATE OF NEBRASKA)

)ss

COUNTY OF DOUGLAS)

Before me on this 29 day of December 2010, Larry G. Eaton, representing himself as a duly
authorized President of the aforementioned corporation, executed the foregoing instrument on
behalf of the corporation.


Notary Public

