

P09000101175

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
MORSE PARTNERS, INC.**

Certificate of Status	0
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2009 DEC 18 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Morse Partners, 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:

Edwin J. Lukas
Contact Person

Bodman LLP
Firm/Company

6th Floor at Ford Field, 1901 St. Antoine Street
Address

Detroit, MI 48226
City/State and Zip Code

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

For further information concerning this matter, please call:

Edwin J. Lukas
Name of Contact Person

At (313) 393-7523
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 (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)
Morse Partners, Inc.	Florida	P09000101175

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Morse Partners, Ltd.	Pennsylvania	

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 December 18, 2009.

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 December 18, 2009.

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)

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:

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

Florida

Name _____

Jurisdiction

Pennsylvania

At the effective time of the merger, Morse Partners, Ltd. (the "Merging Corporation") shall be merged with and into Morse Partners, Inc. (the "Surviving Corporation"). As a result of the merger, the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue as the surviving corporation under the Florida Business Corporation Act. Without limiting the generality of the foregoing, at the effective time of the merger, all of the property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all of the debts, liabilities and duties of the Merging Corporation shall become the debts, liabilities and duties of the Surviving Corporation.

Each share of common stock of the Surviving Corporation issued and outstanding immediately before the merger shall be unchanged and remain issued and outstanding. Each share of common stock of the Merging Corporation shall be canceled, and no cash or other consideration shall be paid or delivered therefor.

FL062 - BSHG2004 C.T. Sargent College

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Morse Partners, Inc.

X

+ Chad Moore

Peter C. Morse, Director and President

Morse Partners, Ltd.

X

X John Williams

Peter C. Morse, Director and President