

A0000025455

(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:

Office Use Only



100180531801

100180531801
05/07/10--01045--003 **70.00

FILED
10 MAY -7 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Muger 5/12/09

LAW OFFICES
BLACKBURN & COMPANY, L.C.

5150 BELFORT ROAD, SOUTH
BUILDING 800
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN
dlb@blackburnco.org

ROBERT L. JONES III
rjones@blackburnco.org

TELEPHONE: 904-296-7713
FACSIMILE: 904-296-7716
FACSIMILE: 904-493-0384

May 3, 2010

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

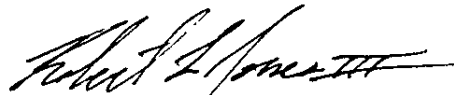
Re: Knaier, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Merger of Knaier, Inc. and Knaier, Inc. Also enclosed is our check in the amount of \$70.00 in payment of the filing fee.

Please return a file stamped copy of the Articles of Merger to us at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,



Robert L. Jones III

RLJ:rd
Enclosures
c: Mr. Mark Knaier (w/o enclosure)

**ARTICLES OF MERGER
OF
KNAIER, INC.
AND
KNAIER, INC.**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, F.S.

ARTICLE I - SURVIVING CORPORATION

The name of the surviving corporation is KNAIER, INC., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II - MERGING CORPORATION

The name of the merging corporation is KNAIER, INC. which was formed under the laws of and is subject to the jurisdiction of Texas.

ARTICLE III - PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV - EFFECTIVE DATE

The merger shall become effective on the date of filing of these Articles of Merger with the Florida Secretary of State.

**FILED
10 MAY -7 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

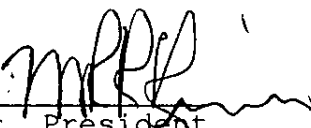
ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION

The Plan of Merger was adopted by the shareholders and directors of the surviving corporation on April 30, 2010.

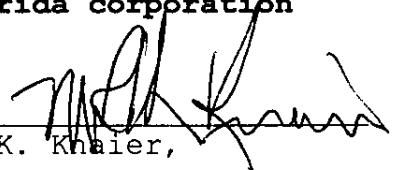
ARTICLE VI - ADOPTION OF MERGER BY
MERGING CORPORATION

The Plan of Merger was adopted by the shareholders and directors of the merging corporation on April 30, 2010.

KNAIER, INC.,
a Texas corporation

By: 
Mark K. Knaier, President
President

KNAIER, INC.,
a Florida corporation

By: 
Mark K. Knaier,

**PLAN OF MERGER FOR
KNAIER, INC.
AND KNAIER, INC.**

The following plan of merger is submitted in compliance with §607.1105, F.S.

ARTICLE I - SURVIVING CORPORATION

The name of the surviving corporation is KNAIER, INC., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II - MERGING CORPORATION

The name of the merging corporation is KNAIER, INC., which was formed under the laws of and is subject to the jurisdiction of Texas.

ARTICLE III - TERMS OF MERGER

The merger shall be effective as of the date of filing the Articles of Merger with the Florida Secretary of State (the "Effective Time"). At the Effective Time, KNAIER, INC. ("KNAIER OF FLORIDA") shall be merged with KNAIER, INC. ("KNAIER OF TEXAS"), with KNAIER OF FLORIDA being the surviving corporation. The separate corporate existence of KNAIER OF TEXAS shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of KNAIER OF TEXAS shall inure to KNAIER OF FLORIDA. The Bylaws of KNAIER OF TEXAS in effect immediately prior to the merger shall become the Bylaws of the surviving company following the merger.

ARTICLE IV - CONVERSION OF SHARES

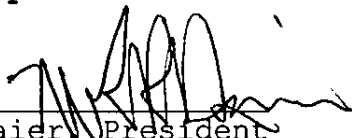
At the Effective Time, the shares shall be converted as follows:

(a) Each share of KNAIER OF FLORIDA common stock issued and outstanding at the Effective Time shall remain outstanding.

(b) All shares of KNAIER OF TEXAS common stock (excluding treasury shares) issued and outstanding at the Effective Time shall cease to be outstanding.

Executed this 27th day of April, 2010.

KNAIER, INC.,
a Texas corporation

By: 
Mark K. Knaier, President

KNAIER, INC.,
a Florida corporation

By: 
Mark K. Knaier, President