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TALLAHASSEE, FLORIDA

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*cc

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BCFL Management, 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:

Michael Provenza
Contact Person

Provider Services, Inc.
Firm/Company

25000 Country Club Blvd #255
Address

North Olmsted, OH 44070
City/State and Zip Code

provenza@provider-services.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael K. Provenza
Name of Contact Person

At (440) 793-2202
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

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)
<u>BCFL Management, Inc.</u>	<u>Florida</u>	<u>P10000041547</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Carington Holdings, Inc.</u>	<u>Ohio</u>	

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
December 26, 2012 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
December 26, 2012 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

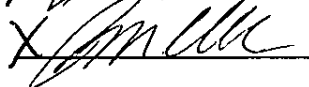
Typed or Printed Name of Individual & Title

Carington Holdings, Inc

X 

Brian Collieran, Director

BCFL Management, Inc.

X 

Brian Collieran, Director

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

Florida

Jurisdiction

Ohio

(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:
None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is dated as of December 21, 2012 among Carington Holdings, Inc. an Ohio corporation ("Carington"), and BCFL Management, Inc. a Florida corporation ("BCFL").

RECITALS

- A. Carington is authorized to have one thousand five hundred (1,500.00) common shares, of which one hundred (100) shares are issued and outstanding;
- B. BCFL is authorized to have one thousand five hundred (1,500.00) common shares, of which one hundred (100) shares are issued and outstanding;
- C. The respective Boards of Directors of Carington and BCFL have determined that it is advisable that Carington be merged with and into BCFL, with BCFL continuing as the surviving corporation in the Merger.

NOW THEREFORE, the parties agree as follows:

I. MERGER. In consideration of the mutual promises of the parties, and pursuant to this agreement and the laws of Florida and Ohio, Carington shall be merged into BCFL, which shall continue to be organized under the laws of Florida.

II. NAME, LOCATION, SHARES.

- 1. The name of the surviving corporation shall be BCFL Management, Inc. (the "Surviving Corporation").
- 2. The principal office of the corporation is to be located in Naples, Collier County, Florida.
- 3. The corporation is authorized to have a maximum of one thousand five hundred (1,500) shares of common stock, without par value, issued and outstanding.

III. DIRECTORS. The Directors of BCFL shall continue as the Directors of the surviving corporation, to hold office for the term provided in the regulations, or until their successors are elected and qualified.

IV. CODE OF REGULATIONS. The regulations of BCFL shall be the regulations of the Surviving Corporation.

corporation is:

Brian Colleran
999 Vanderbilt Beach Rd., Ste 200
Naples, Florida 34108

VI. TERMS OF MERGER. The terms of the merger and the manner of carrying into effect shall be as follows:

1. Each share of common stock without par value of BCFL issued and outstanding on the effective date of merger shall continue to be one share of common stock of said surviving corporation.
2. Each share of common stock without par value of Carington issued and outstanding on the effective date of merger shall be changed and converted into one share of common stock without par value of BCFL, which share of common stock of BCFL as the surviving corporation shall thereupon be issued and outstanding, provided, however that no fractional shares of the surviving corporation shall be issued, and in lieu of the issuance of fractional shares to which any holder of the common stock of Carington would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of such common stock on the effective date.
3. Any and all shares of common stock of Carington held by Carington in its treasury on the effective date of the merger shall forthwith be surrendered to BCFL as the surviving corporation for cancellation.
4. On or after the effective date of merger, each holder of one or more certificates for shares in Carington shall surrender the certificates to BCFL as the surviving corporation, or its duly appointed agent, in such manner as BCFL as the surviving corporation shall legally require. On receipt of said share certificates, BCFL shall issue in exchange therefore a certificate of shares of common stock to which such holder shall be entitled as hereinabove set forth.

VII. ASSETS AND LIABILITIES. The total of the assets, liabilities, and surplus shown on the books of both Carington and BCFL shall constitute the assets, liabilities, and surplus, and be recorded on the books, of the Surviving Corporation. The excess of the assets of the Surviving Corporation, including liabilities derived from both constituent corporations as a result of the merger is at least equal to the combined surplus of the said constituent corporations.

directors of Carington and BCFL; (2) the agreement is approved by the shareholders of Carington; and (3) certificates of merger are filed pursuant to the respective laws of Ohio and Florida.

IX. ABANDONMENT. At any time prior to the filing of the certificates of merger, this agreement may be terminated and the merger abandoned by vote of the directors of either Carington or BCFL, regardless of favorable action by the shareholders of either. In the event of termination, the directors of Carington and BCFL shall forbid their officers and agents from filing a certificate of merger.

WITNESS the signatures of the authorized officers of each party to this agreement.

Dated: 12/26/12

Carington Holdings, Inc.

By: X 
Brian Colleran, President

Dated: 12/26/12

BCFL Mangement, Inc.

By: X 
Brian Colleran, President