

P100000060932

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

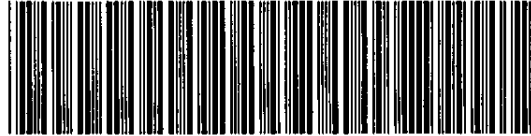
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900269331369

02/13/15--01014--019 **35.00

03/04/15--01015--019 **35.00

FILED
15 MAR - 3 PM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-5-15
ARM
2-17-15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PATCH AND CLEAN MANAGEMENT CORP.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

EURIBIADES CERRUD II, ESQ.

Contact Person

PESQUERA, CERRUD & BIRMINGHAM, PA

Firm/Company

219 NORTH MAGNOLIA AVENUE

Address

ORLANDO, FLORIDA 32801

City/State and Zip Code

EURI@THEPCBFIRM.COM

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

For further information concerning this matter, please call:

EURIBIADES CERRUD II ESQ.

Name of Contact Person

At (407)

545-5351

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

FILED
15 MAR -3 PM 10:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



February 24, 2015

VIA EXPRESS MAIL

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

RE: PATCH AND CLEAN MANAGEMENT CORP.
Reference #P10000060932

Dear Sir/Madam:

Enclosed please find check #422 in the amount of \$35.00 to complete the \$70.00 fee required for registration of the above company's Articles of Merger. Further, I include copy of check #421 also in the amount of \$35.00 which has been already presented for payment and honored by the bank.

Please proceed to complete registration at your convenience and do not hesitate to call should the need arise.

Sincerely,

EURIBIADES CERRUD, II

EC/ym
Enclosures

FILED
15 MAR -3 PM 10:03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

03-22 PM 03-22 BEF 15
DELIVERED

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:

Name

Jurisdiction

Document Number
(If known/ applicable)

PATCH AND CLEAN MANAGEME

FLORIDA

P10000060932

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

Name

Jurisdiction

Document Number
(If known/ applicable)

P&C PROPERTY CARE CORP

FLORIDA

P13000060011

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 12/29/2014.

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 12/29/2014.

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)

FILED
15 MAR - PM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

PATCH AND CLEAN MANAGEMENT CORP., a Florida corporation,

AND

P&C PROPERTY CARE CORP., a Florida corporation,

Pursuant to the Business Corporation Act of the state of Florida, PATCH AND CLEAN MANAGEMENT CORP. (Surviving Corporation) and P&C PROPERTY CARE CORP. (Merging Corporation) adopt the following Articles of Merger.

ARTICLE I

SURVIVING CORPORATION. The name of the surviving corporation in this merger shall be *PATCH AND CLEAN MANAGEMENT CORP.*

ARTICLE II

PLAN OF MERGER. The Plan of Merger between Surviving Corporation and Merging Corporation is attached hereto as Exhibit A.

ARTICLE III

SHARES OUTSTANDING. Shareholder approval of the Plan of Merger was required. The Surviving Corporation has outstanding 10,000 shares of common stock without par value entitled to vote on the Plan of Merger. The Merging Corporation has outstanding 1,000 shares of common stock without par value entitled to vote on the Plan of Merger.

ARTICLE IV

SHARES VOTED. The shareholders of the Surviving Corporation approved the Plan of Merger by vote of the shareholders at a meeting held on *December 29, 2014*, at 3:00 p.m. At the meeting, 10,000 shares were voted in favor of adoption of the Plan of Merger, and no shares were voted against adoption of the Plan of Merger.

DATED: December 29, 2014

P&C PROPERTY CARE CORP.,
a Florida corporation.


By: Fabian Berastegui
As Its: President

PATCH AND CLEAN MANAGEMENT CORP.,
a Florida corporation.


By: Paula M. Blanchet
As Its: Director

PLAN OF MERGER
of
P&C PROPERTY CARE CORP.
and
PATCH AND CLEAN MANAGEMENT CORP.

DATE: December 29, 2014

Section 1. MERGER

On the Effective Date, P&C PROPERTY CARE CORP., a Florida corporation (Merging Corporation) shall be merged with and into PATCH AND CLEAN MANAGEMENT CORP., a Florida corporation (Surviving Corporation).

Section 2. EFFECT OF MERGER

At the time of the merger:

2.1. *Single Corporation.* The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation;

2.2. *Title to Assets.* The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed;

2.3. *Liabilities and Obligations.* The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date; and

2.4. *Pending Proceedings.* Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

Section 3. CORPORATE INCIDENTS

3.1. *Articles of Incorporation.* The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

3.2. *Bylaws.* The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following this merger.

3.3. *Board of Directors and Officers.* The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

Section 4. SHARES OF STOCK

4.1. *Exchange of Shares.* On or after the Effective Date, the Surviving Corporation, upon the receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporation, shall issue to the shareholders of the Merging Corporation stock certificates representing one share of the fully paid and nonassessable common stock of the Surviving Corporation for each 1.9 shares of the Merging Corporation held by the shareholders.

4.2. *Cancellation of Shares.* On the Effective Date, each share of stock of the Merging Corporation that is then issued and outstanding shall, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

4.3. *Continuation of Shares.* Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

Section 5. EFFECTIVE DATE

The merger of the Merging Corporation and the Surviving Corporation shall be effective (Effective Date) upon the filing of the Articles of Merger in accordance with the Business Corporation Act of the state of Florida. Articles of Merger shall not be filed until this plan of merger has been approved by the Board of Directors and shareholders of both the Merging Corporation and the Surviving Corporation.

Section 6. INTENT

It is the intent of the Merging Corporation and the Surviving Corporation that the transaction contemplated by this plan of merger shall constitute a merger under the Business Corporation Act of the state of Florida and qualify as a tax-free corporate reorganization within the meaning of IRC §368(a)(1)(A).

Section 7. GOVERNING LAW

This merger will take place in accordance with the Business Corporation Act of the state of Florida.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 17, 2015

EURIBIADES CERRUD II, ESQ.
PESQUERA, CERRUD & BIRMINGHAM, PA
219 NORTH MAGNOLIA AVENUE
ORLANDO, FL 32801

SUBJECT: PATCH AND CLEAN MANAGEMENT CORP
Ref. Number: P10000060932

We have received your document for PATCH AND CLEAN MANAGEMENT CORP and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 815A00003344