

P100000095263

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

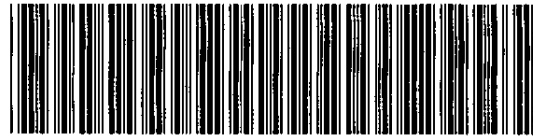
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100187858151

12/08/10--01016--002 \*\*70.00

*merged*

RECEIVED  
10 DEC - 8 PM 1:02  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
10 DEC - 8 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AR*  
*12/8/10*

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Kay Harris and Associates, Inc.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Blake Hayward

Contact Person

Hayward & Grant, P.A.

Firm/Company

2121-G Killarney Way

Address

Tallahassee, Florida 32309

City, State and Zip Code

blakehayward@haywardgrant.com

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

For further information concerning this matter, please call:

Blake Hayward

Name of Contact Person

at ( 850 )

386-4400

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 OF DOMESTIC AND FOREIGN CORPORATIONS INTO**  
**KAY HARRIS AND ASSOCIATES, INC.**

Pursuant to the provisions of Sections 607.1101, 607.1105, and 607.1107 of the Florida Statutes, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

10 DEC -8 PM 3:16  
SECRETARY OF THE STATE  
TALLAHASSEE, FLORIDA

**First:** The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

Kay Harris and Associates, Inc.	Florida
Modern Properties VII, Inc.	Nevada

**Second:** The laws of the state under which such foreign corporation is organized permit such a merger.

**Third:** The name of the surviving corporation is Kay Harris and Associates, Inc., and it is to be governed by the laws of the state of Florida.

**Fourth:** Attached as Exhibit A is the plan of merger approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Florida Statutes and approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized.

**Fifth:** As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Kay Harris and Associates, Inc.

<u>Designation of Shares</u>	<u>Outstanding Shares</u>	<u>Outstanding Shares Entitled to Vote in Designated Class</u>
1,000	1,000	1,000

Modern Properties VII, Inc.

<u>Designation of Shares</u>	<u>Outstanding Shares</u>	<u>Outstanding Shares Entitled to Vote in Designated Class</u>
1,000	1,000	1,000

**Sixth:** As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

Kay Harris and Associates, Inc.

<u>Designation of Shares</u>	<u>Total Shares Voted For:</u>	<u>Total Shares Voted Against:</u>
1,000	1,000	0

Modern Properties VII, Inc.

<u>Designation of Shares</u>	<u>Total Shares Voted For:</u>	<u>Total Shares Voted Against:</u>
1,000	1,000	0

**Seventh:** If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the state of Florida in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the secretary of state of Florida as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Nevada Statutes with respect to the rights of dissenting shareholders.

Dated: December 7, 2010

Kay Harris and Associates, Inc.

By: Kay Harris  
Kay Harris, President of Kay Harris and Associates, Inc.

By: Kay Harris  
Kay Harris, Secretary of Kay Harris and Associates, Inc.

Modern Properties VII, Inc.

By: Kay Harris  
Kay Harris, President of Modern Properties VII, Inc.

By: Kay Harris  
Kay Harris, Secretary of Modern Properties VII, Inc.

Exhibit "A"

**PLAN OF MERGER OF KAY HARRIS AND ASSOCIATES, INC., AND  
MODERN PROPERTIES VII, INC.**

**I. Name and Jurisdiction of Surviving Corporation**

The name and jurisdiction of the surviving corporation is Kay Harris and Associates, Inc., as a lawfully and duly organized corporation in the state of Florida.

**II. Name and Jurisdiction of Merging Corporation**

The name and jurisdiction of the merging corporation is Modern Properties VII, Inc., as a lawfully and duly organized corporation in the state of Nevada.

**III. Terms and Conditions of Merger**

Modern Properties VII, Inc., with Kay Harris as the sole shareholder, director, and officer, shall merge into Kay Harris and Associates, Inc., with Kay Harris as the sole shareholder, director, and officer. The two companies shall become one company, Kay Harris and Associates, Inc., upon the execution of the Articles of Merger. At that time, Modern Properties VII, Inc., shall cease to exist and shall be dissolved in accordance with the laws of the state of Nevada.

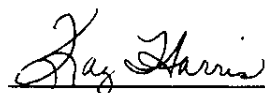
**IV. Disposition of Shares and Rights to Acquire Shares and Securities**

Upon merging, the shares of Modern Properties VII, Inc., shall become shares of Kay Harris and Associates, Inc., and Kay Harris and Associates, Inc., shall have 1,000 shares of stock outstanding in accordance with its Articles of Incorporation. As the sole shareholder and director of both Kay Harris and Associates, Inc., and Modern Properties VII, Inc., Kay Harris shall have sole discretion, within the confines of the governing Florida Statutes, to determine the manner and basis for converting the rights to acquire shares or other securities.

**V. Status of Articles of Incorporation of Surviving Corporation**

There shall be no changes to the Articles of Incorporation of Kay Harris and Associates, Inc., document number 10000095263, as filed with the Florida Department of State, Division of Corporations, on November 19, 2010, and as such, Kay Harris and Associates, Inc., restates the terms of said Articles of Incorporation and incorporates them herein.

Signed and Approved this 7 day of December, 2010.



Kay Harris,  
Sole Shareholder of Modern  
Properties VII, Inc.



Kay Harris,  
Sole Shareholder of Kay Harris and  
Associates, Inc.

**CERTIFICATE OF APPROVAL OF AGREEMENT AND PLAN OF MERGER BY  
KAY HARRIS AND ASSOCIATES, INC.**

We, the undersigned, do certify that:

1. We are, and at all times herein mentioned were, the duly elected and qualified President and Secretary of Kay Harris and Associates, Inc., a corporation organized and existing under the laws of the State of Florida.

2. On the \_\_\_\_ day of December, 2010, the principal terms of the merger agreement in the form attached hereto were approved by that corporation by a vote of a number of shares of each class which equaled or exceeded the vote required under Florida Statutes for approval of the principal terms of the merger described in the attached agreement by the outstanding shares of each class of said corporation.

3. The total number of outstanding shares of each class of said corporation entitled to vote on the merger was and is:

1,000                                      Common Shares

4. Each class of shares of said corporation entitled to vote on the merger agreement, the percentage vote required by each class, and the number and percentage of affirmative votes cast by each class is as follows:

<u>Class</u>	<u>Percentage Votes Required</u>	<u>Affirmative Votes Cast</u>	<u>Percentage Vote Obtained</u>
Common	51.0%	1,000	100.0%

We declare under penalty of perjury under the laws of the State of Florida that the foregoing matters stated in this Certificate are true and correct to our knowledge.

Date: December 7, 2010

By: Kay Harris  
Kay Harris, President of Kay Harris and Associates, Inc.

By: Kay Harris  
Kay Harris, Secretary of Kay Harris and Associates, Inc.