

P11000005988

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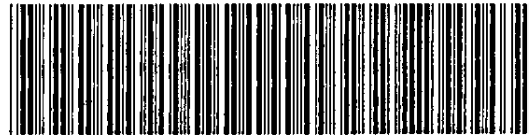
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Churchill and Turen Co., Ltd.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Anne Thomas

Contact Person

Hahn Loeser & Parks, LLP

Firm/Company

800 Laurel Oak Drive, #600

Address

Naples, FL 34108

City/State and Zip Code

athomas@hahnlaw.com

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

For further information concerning this matter, please call:

Brad A. Galbraith

Name of Contact Person

At ( 239 )

552-2990

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>Churchill and Turen, Co. Ltd.</u>	<u>Florida</u>	<u>P11000005988</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Churchill and Turen, Ltd.</u>	<u>Illinois</u>	<u>55015481</u>
<u> </u>	<u> </u>	<u> </u>
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<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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 1/20/2011.

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 1/20/2011.

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)*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Churchill and Turen Co. Ltd.

Angela Turen

Angela Turen, President

Angela Turen

Churchill and Turen Ltd.

Angela Turen

Angela Turen, President

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

**Name**

**Jurisdiction**

Churchill and Turen Co., Ltd.

Florida

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

**Name**

**Jurisdiction**

Churchill and Turen, Ltd.

Illinois

**Third:** The terms and conditions of the merger are as follows:

See Exhibit A attached hereto and make a part hereof.

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STATE OF FLORIDA  
TALLAHASSEE

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(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:

## **EXHIBIT A TO PLAN OF MERGER**

***Third:*** *The terms and conditions of the merger are as follows:*

1. Name. The name of the Surviving Corporation shall be CHURCHILL AND TUREN CO., LTD, INC.

2. Articles of Incorporation. The Articles of Incorporation of Churchill and Turen Co., Ltd., a Florida corporation ("C&T FL") shall, from the time the merger becomes effective, constitute the "Articles" of the Surviving Corporation within the meaning of the Florida Business Corporation Act.

3. Bylaws. The Bylaws of C&T FL as in effect immediately prior to the time the merger becomes effective shall be the Bylaws of the Surviving Corporation.

4. The Directors and Officers of C&T FL immediately prior to the time the merger becomes effective shall be the Directors and Officers of the Surviving Corporation after the time the merger becomes effective.

5. HL Statutory Agent, Inc., whose address is 800 Laurel Oak Drive, #600, M & I Building, Naples, Florida 34108, is the registered agent upon whom any process, notice or demand against the Surviving Corporation may be served.

6. Angela Turen, whose address is 1776 Legacy Circle, Suite 104, Naperville, IL, 60563, is the registered agent upon whom any process, notice or demand against the Constituent Corporation may be served.

7. The location of the principal office of the Surviving Corporation is 17010 Porta Vecchio Way, Naples, Florida 34110.

8. The Surviving Corporation does hereby consent to be sued and served with process in the State of Illinois and to the irrevocable appointment of the secretary of state as its agent to accept service of process in any proceeding in the State of Illinois to enforce against the Surviving Corporation any obligation of any domestic Constituent Corporation or to enforce the rights of a dissenting shareholder of any domestic Constituent Corporation.

***Fourth:*** *The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:*

(a) Every share of Common Stock of Churchill and Turen, Ltd., an Illinois corporation ("C&T IL") outstanding at the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each share of Common Stock of C&T IL held in C&T IL treasury immediately prior to the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

(c) The shareholders of C&T FL immediately prior to the time the merger becomes effective shall be the shareholders of the Surviving Corporation after the time the merger becomes effective.





Anne B. Thomas

Direct Phone: 239.254.2934  
Fax: 239.592.7716  
Email: athomas@hahnlaw.com

February 7, 2011

Amendment Section  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Corporate Merger  
Churchill and Turen, Ltd. an IL Corporation into  
Churchill and Turen Co., Ltd. a FL Corporation

Dear Sir or Madam:

Enclosed for filing, please find our Articles of Merger along with our firm check in the amount of \$78.75 to pay the filing fee and certified copy fee.

Please return the certified copy in the enclosed self addressed stamped envelope. Should you have any questions or need anything further, please do not hesitate to call me.

Sincerely,

HAHN LOESER & PARKS, LLP

A handwritten signature in black ink, appearing to read "Anne B. Thomas".

Anne B. Thomas, FRP  
Florida Registered Paralegal

Enclosure(s)

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HAHN LOESER & PARKS LLP attorneys at law

cleveland columbus akron naples fort myers indianapolis

37651400 Laurel Oak Drive, Suite 600 Naples, Florida 34108 phone 239.254.2900 fax 239.592.7716 hahnlaw.com